

*"This comic
is a blast."*

— Comic Watch

EMERALD SPIDER-MAN



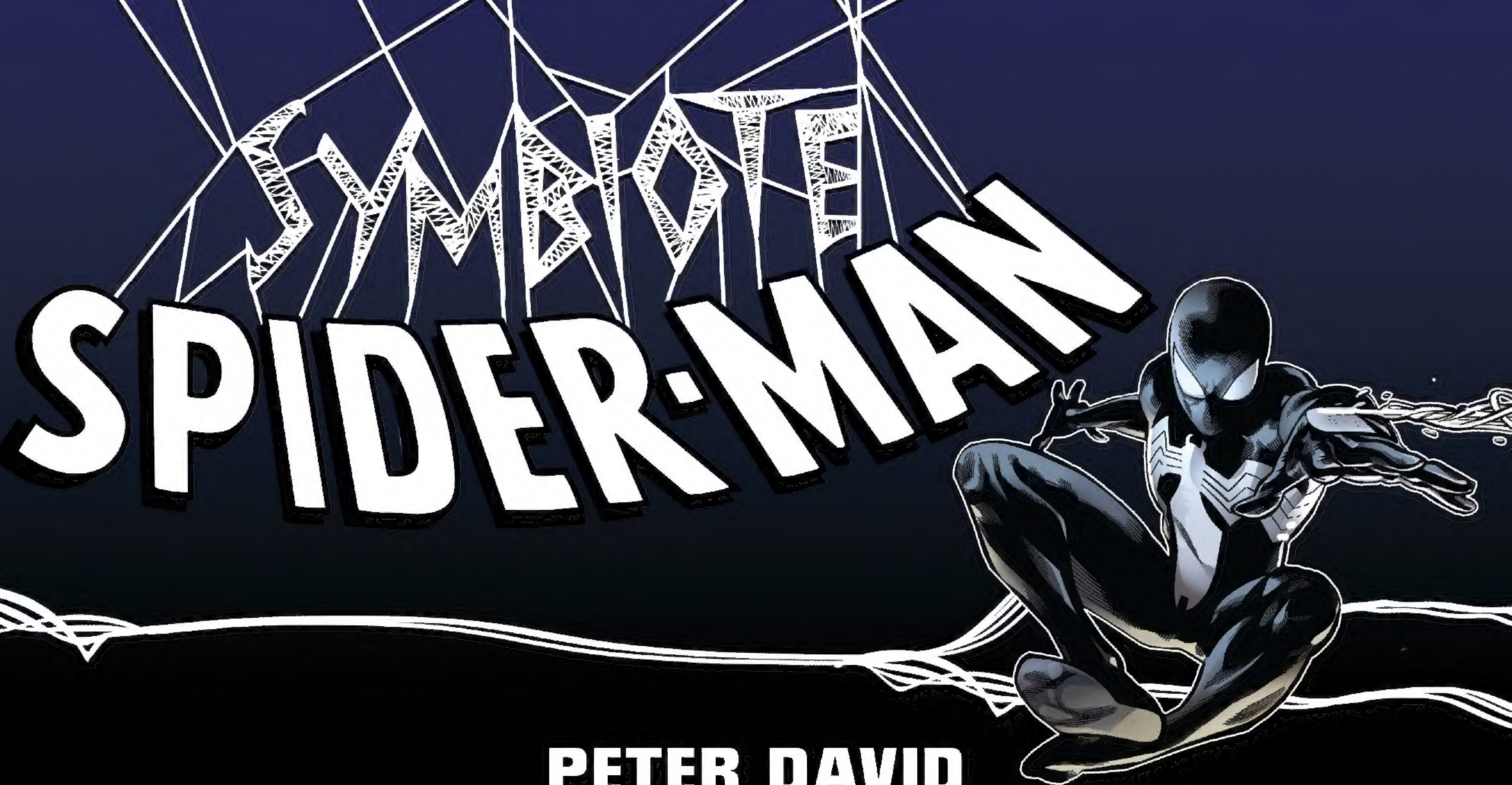
DAVID
LAND
COELLO
LEISTEN
D'ARMATA

LAND
190

MARVEL

SMITH SPIDER-MAN





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THIS...
THIS WASN'T
SUPPOSED TO
HAPPEN.

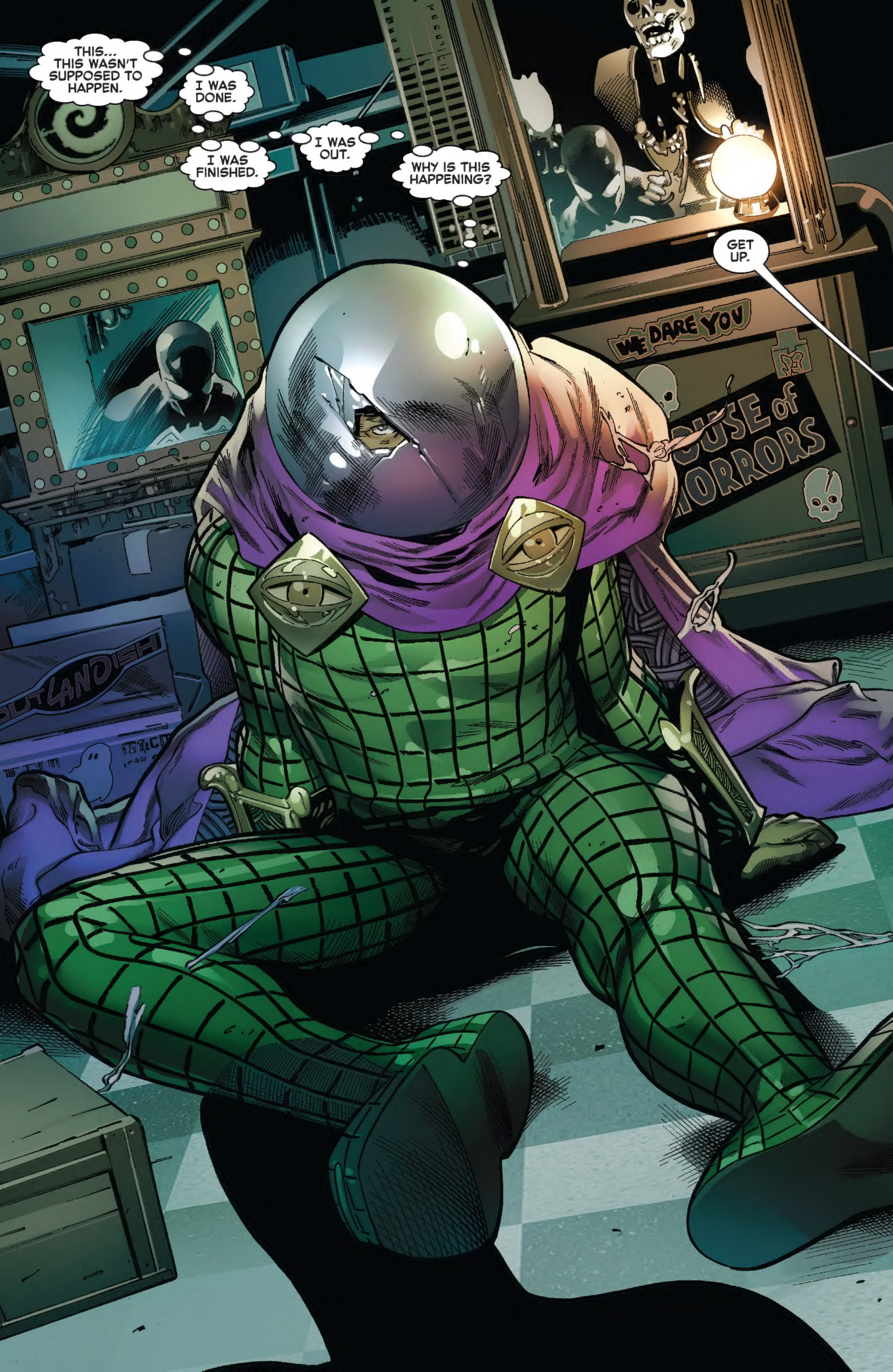
I WAS
DONE.

I WAS
FINISHED.

I WAS
OUT.

WHY IS THIS
HAPPENING?

GET
UP.





COME ON. **GET UP.**

GET TO YOUR FEET! I'M NOT GOING TO PUNCH A MAN WHO'S JUST LYING THERE.



OH GOOD.

YOU'RE GOING BACK TO JAIL, MYSTERIO. THEY'RE GOING TO STICK YOU IN A CELL SO BURIED, IT'LL COME WITH A TOMBSTONE.



NO. NO WAY.

NO WAY AM I GOING BACK TO JAIL.

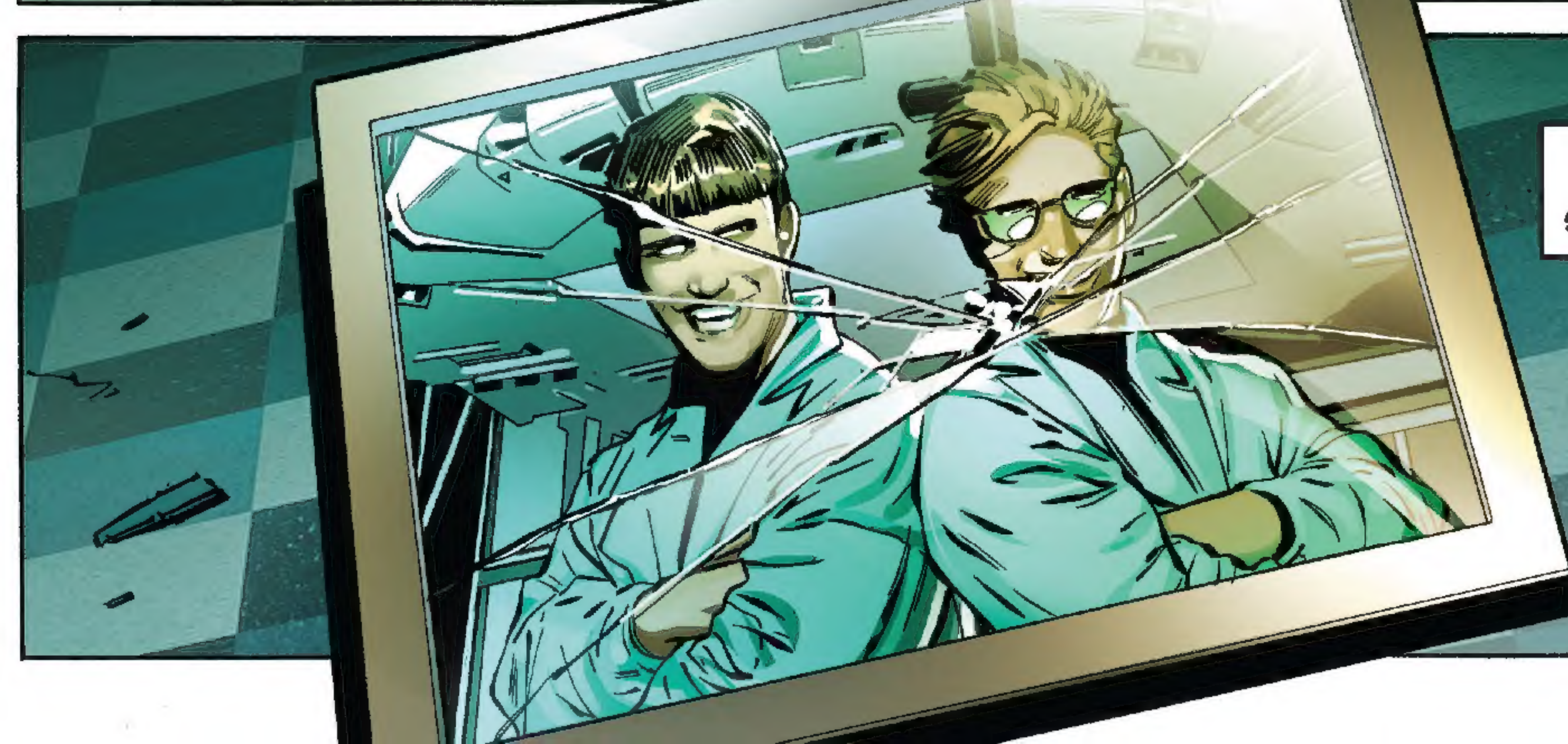
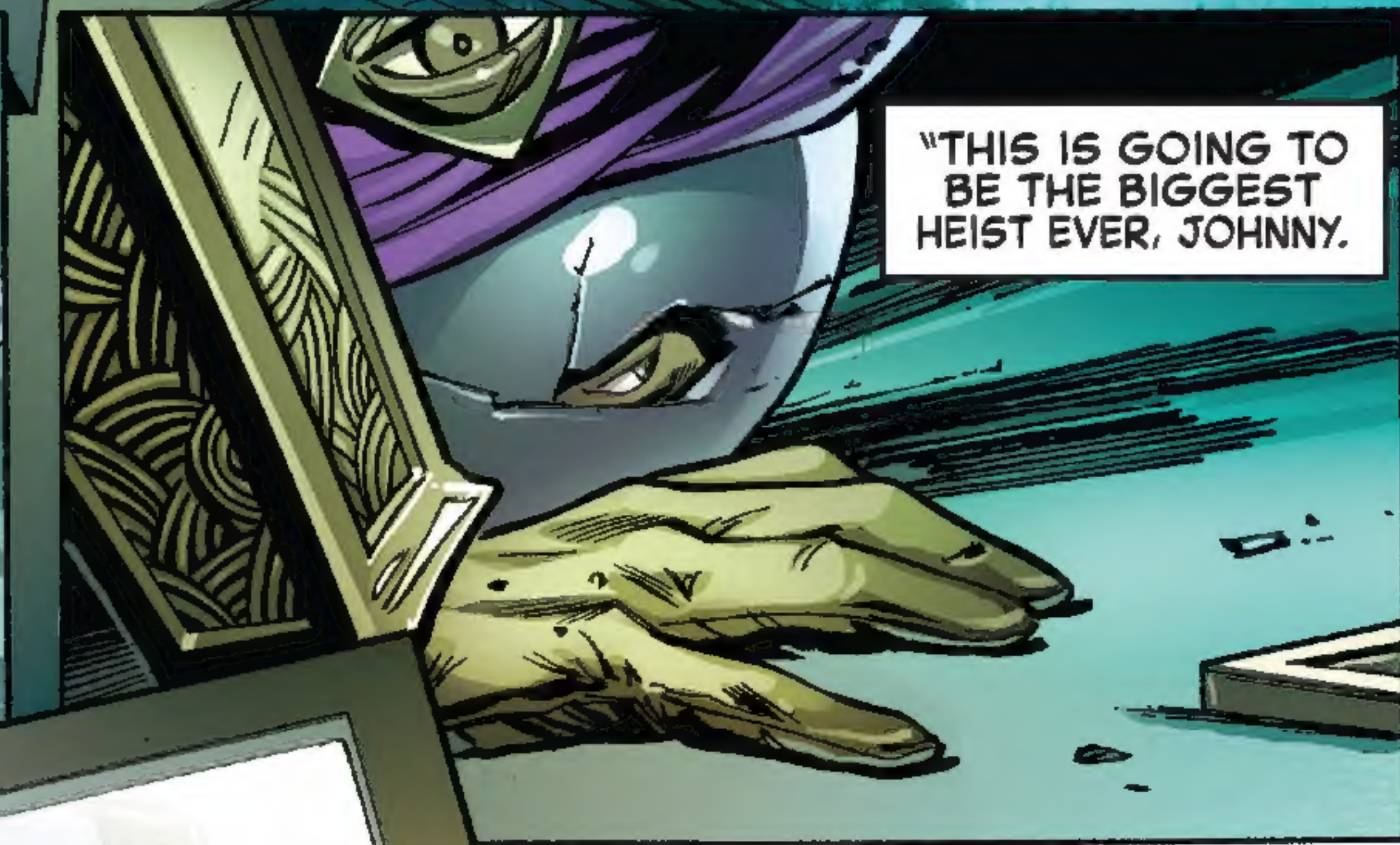
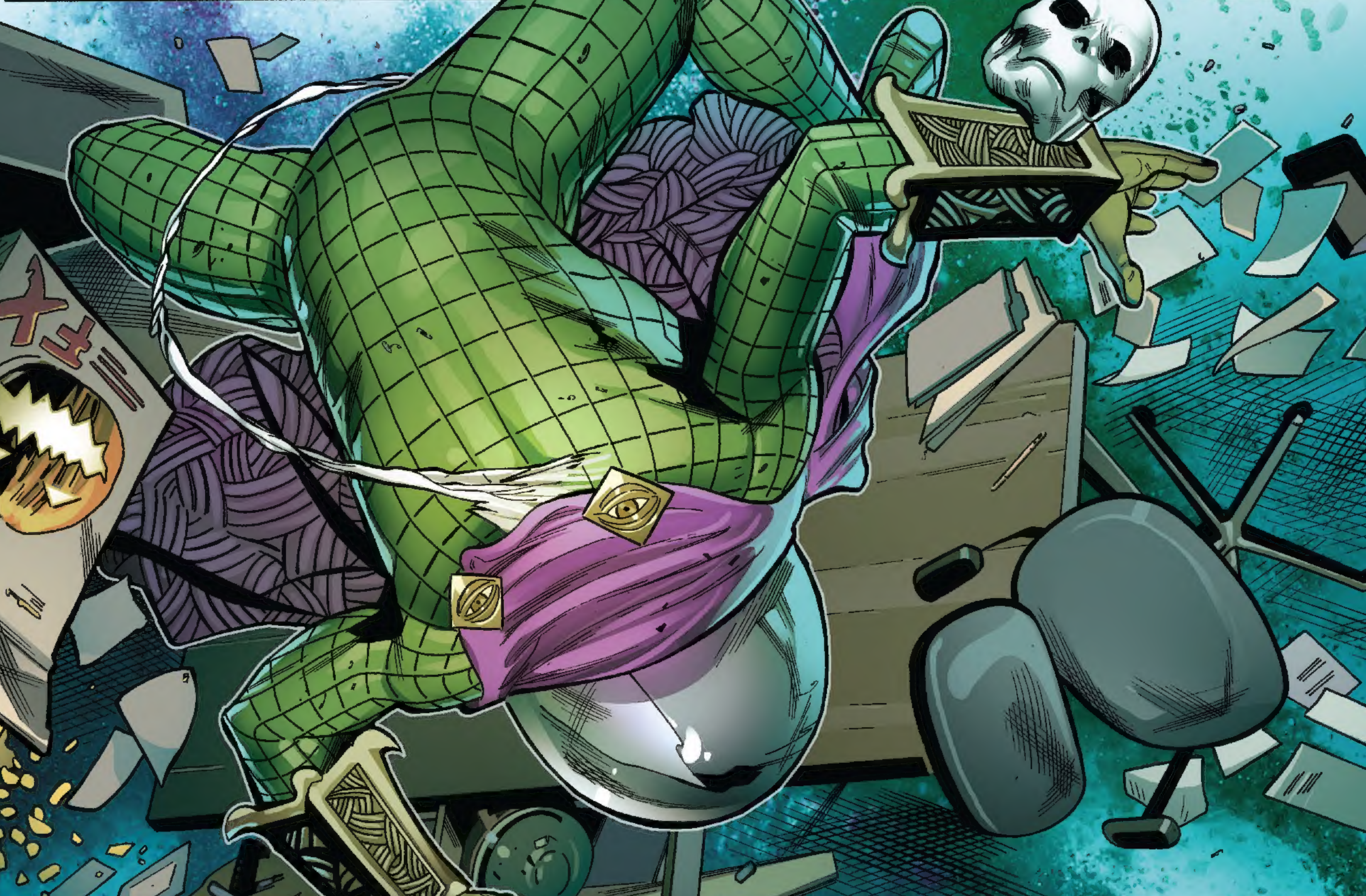


YOU THINK... I'M THROUGH WITH YOU?

I'M JUST GETTING WARMED--



Oh crap.



"I ALMOST WISH
YOU WEREN'T SOME
STRAIGHT SCIENTIST."

"I'D LOVE
TO HAVE YOU
BACKING ME UP."

CHAPTER ONE: THE PLAN

SORRY, QUENTIN. I JUST DON'T SPIN THAT WAY.

RIGHT, SURE YOU DON'T.

WHAT'S THAT SUPPOSED TO MEAN?

DUDE! YOU WORK FOR THE KINGPIN! THE FREAKING KINGPIN!

HIS NAME IS WILSON FISK.

RIGHT, AND MY NAME IS QUENTIN BECK. BUT THAT'S NOT THE NAME THAT STRIKES FEAR INTO PEOPLE'S HEARTS.

YEAH, RIGHT. "MYSTERIO" STRIKES FEAR. THAT'S HILARIOUS.

WAK

PBTHHHH!



JOHNNY, I'M NOT THE QUENTIN BECK YOU ROOMED WITH AT M.I.T. I'M A SUPER VILLAIN. HAVE SOME RESPECT.

UH-HUH. SURE.

I'M NOT KIDDING.



EVERY TIME YOU FIGHT SPIDER-MAN, YOU LOSE.

DUDE! **POWER PACK** COULD BEAT YOU.

A SERIES OF FLUKES. BAD LUCK...



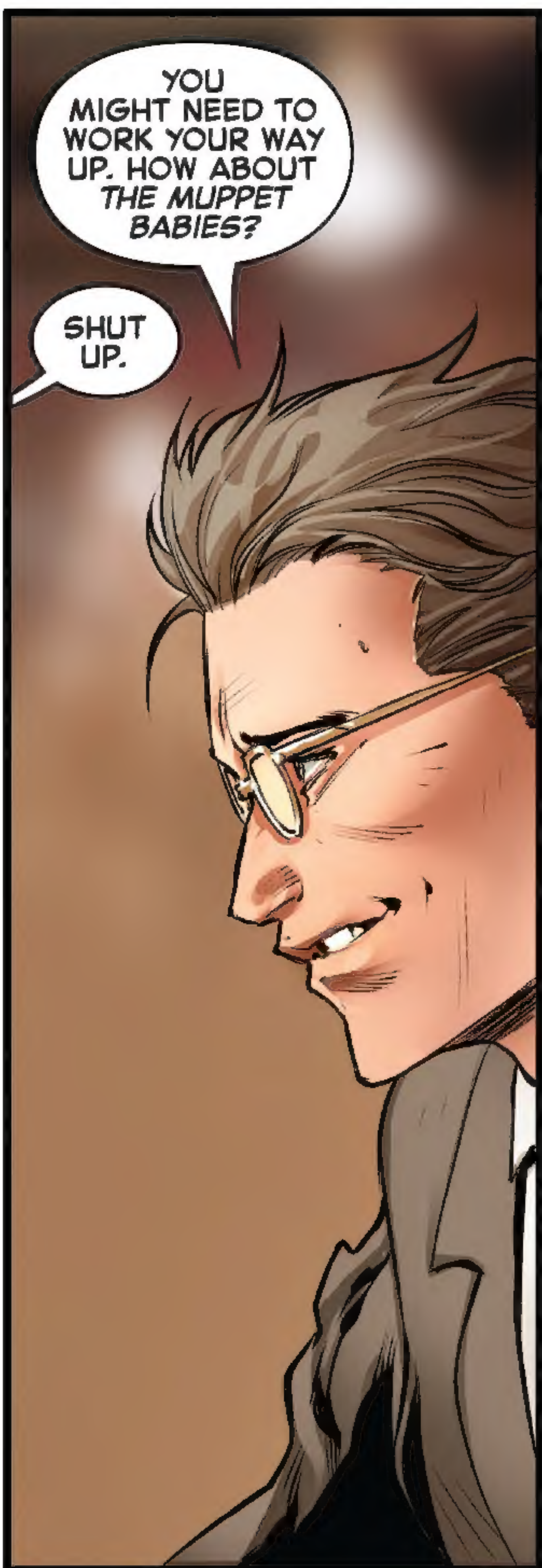
DON'T BE ABSURD. THAT WOULD NEVER HAPPEN.*

ISN'T **POWER PACK** IN, LIKE, KINDERGARTEN?!

NO.

WELL, MAYBE ONE OF THEM. THE POINT IS--

*ACTUALLY IT EVENTUALLY DOES--IN **POWER PACK #55!**



YOU MIGHT NEED TO WORK YOUR WAY UP. HOW ABOUT **THE MUPPET BABIES**?

SHUT UP.



HAVE YOU EVER KILLED ANYONE? YOU GOT ANY **BLOOD** ON YOUR HANDS, QUENTIN?

WHY WOULD YOU ASK THAT?

BECAUSE **FISK** HAS. HE'S A **GENUINE** SUPER VILLAIN. A TOTAL DISREGARD FOR HUMAN LIFE IS PART OF THE PACKAGE.



SURE I HAVE.

HOW MANY?

I'VE LOST COUNT.

YOU'RE A LOUSY ACTOR, QUENTIN. ALWAYS WERE.



LOOK...YOU
KNOW THE SUN
TRUST BANK? AT
MADISON AND
53RD?

YEAH.
WHY?

THAT'S
WHAT I'VE
BEEN TRYING
TO TELL
YOU.



"THERE'S A RISING INDEPENDENT
MOVIE STUDIO THAT'S BEEN RAKING
IN MONEY HAND OVER FIST, AND
ONE OF THEIR SILENT PARTNERS
INVESTS IN BEARER BONDS.



"THE BONDS ARE CURRENTLY RESIDING
IN THE BANK'S VAULT. SITTING
THERE WAITING FOR SOMEONE
TO RELIEVE THEM OF 'EM."



A BANK
ROBBERY?
THAT'S YOUR
MASTER
PLAN?

KIND OF
B-GRADE,
ISN'T IT?



I CAN MAKE
ENOUGH MONEY OFF
THIS ONE JOB TO BUY
MY OWN ISLAND IN THE
CARIBBEAN. JUST
FOR VACATIONS.

IT CAN MAKE
ME A MAJOR
PLAYER IN THIS CITY.
KILL SPIDER-MAN? I
CAN HIRE PEOPLE
TO DO THAT
FOR ME.

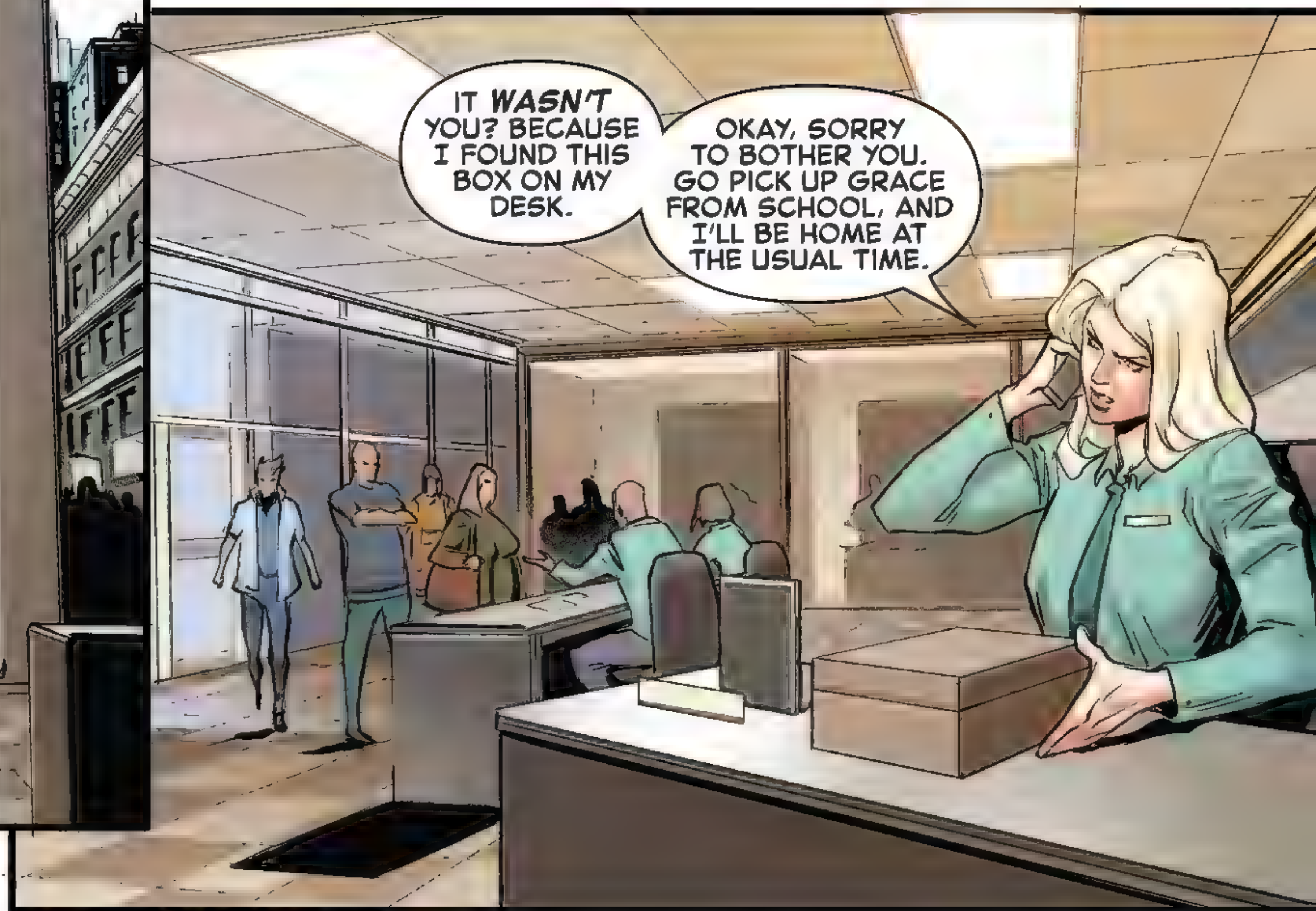


WELL,
I'M STILL
NOT IN.

BEST
OF LUCK,
QUENTIN.



I MAKE
MY OWN
LUCK.





DO EXACTLY AS I SAY, WOMAN.

P-PLEASE DON'T HURT ME...I HAVE A HUSBAND, A LITTLE GIRL...

OBEY ME AND YOU WON'T BE HARMED. OPEN THE VAULT FOR ME.

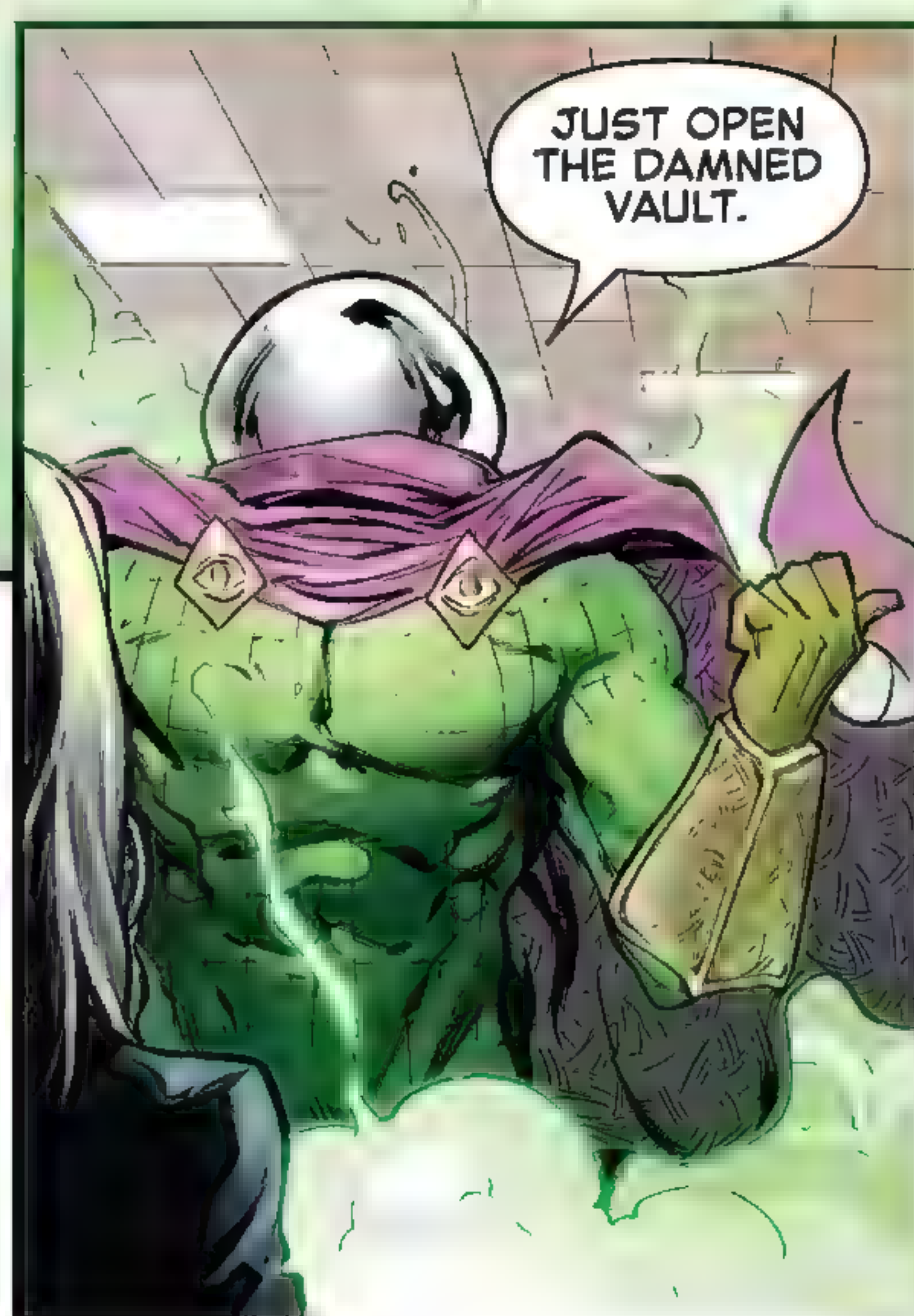
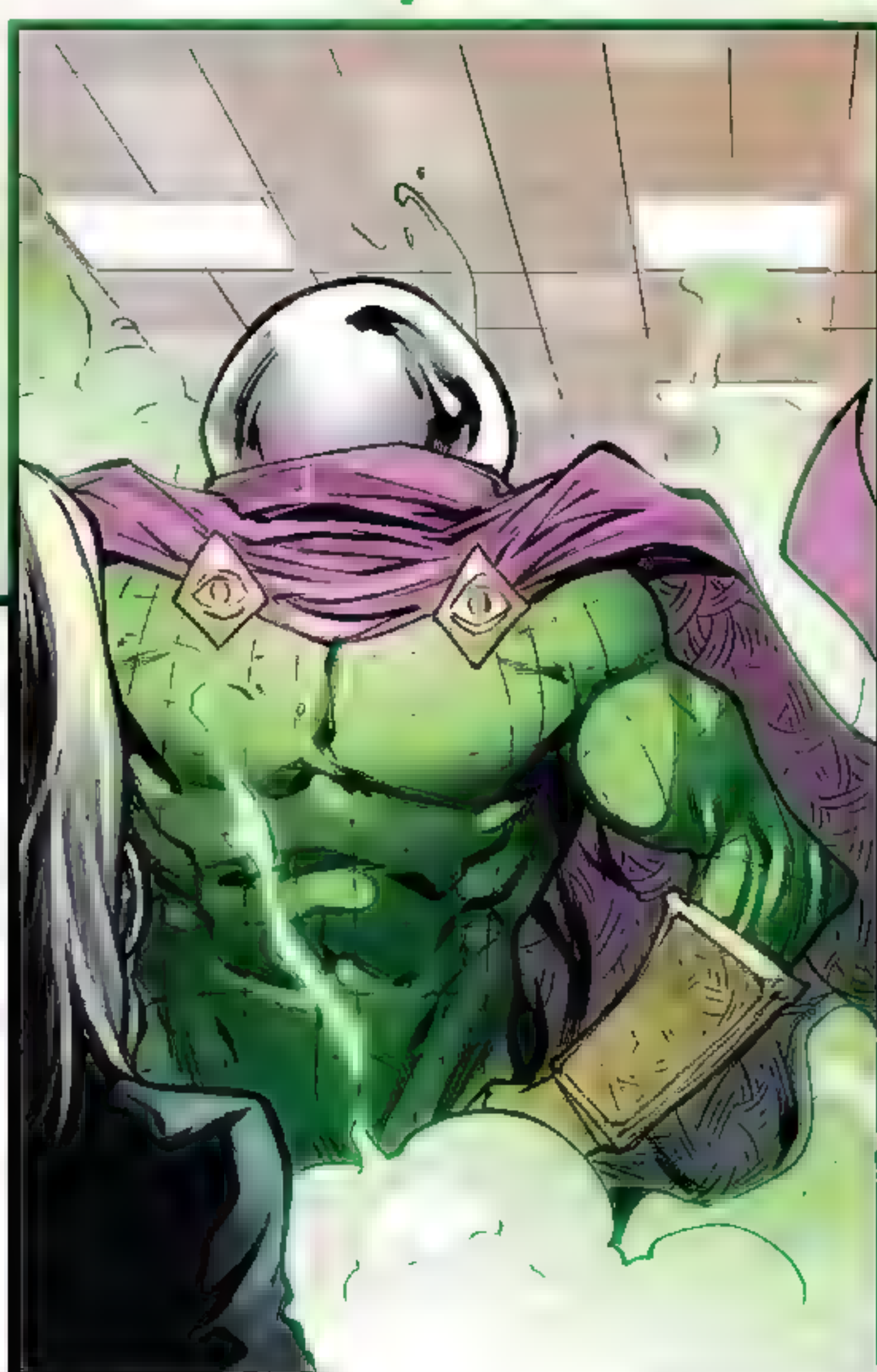
DO NOT DILLY-DALLY.

WHO ARE YOU?

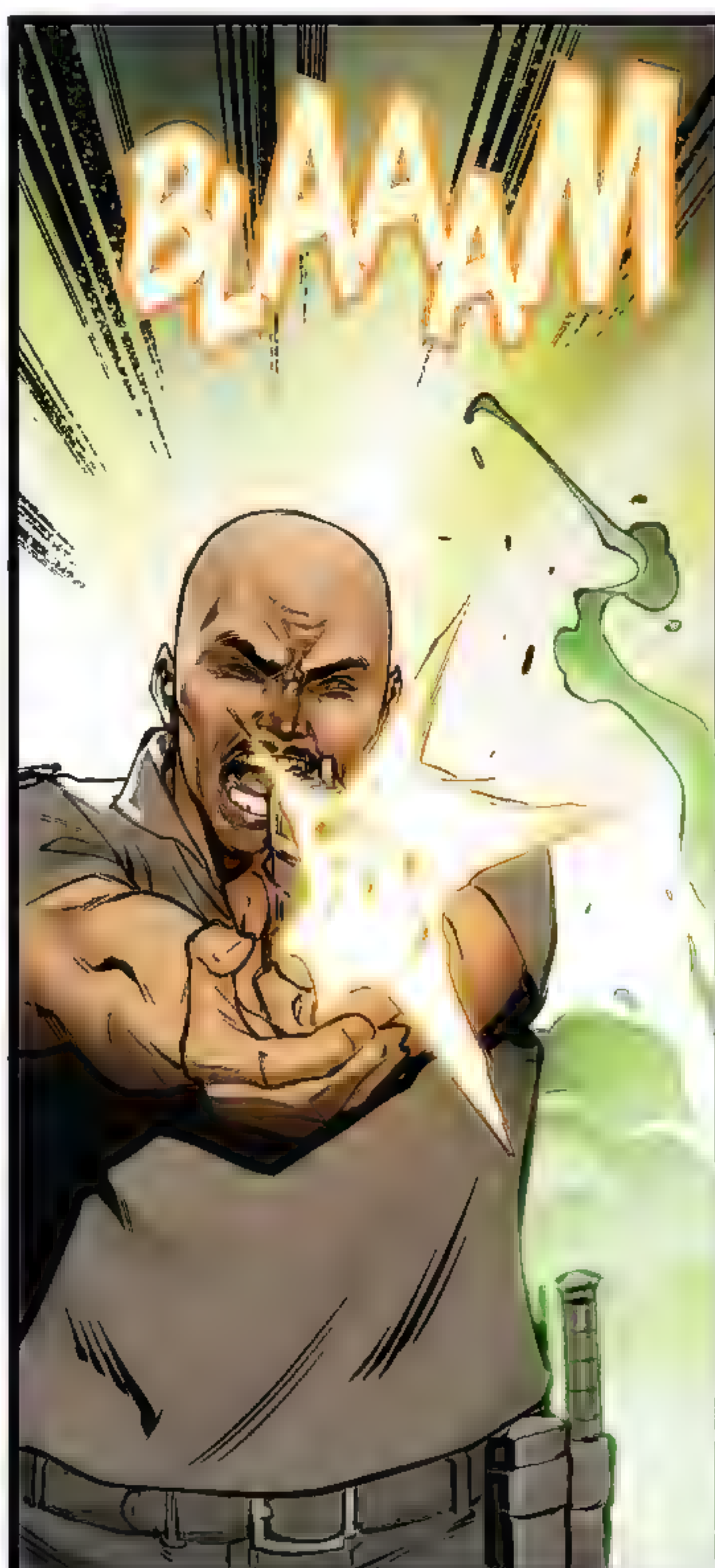
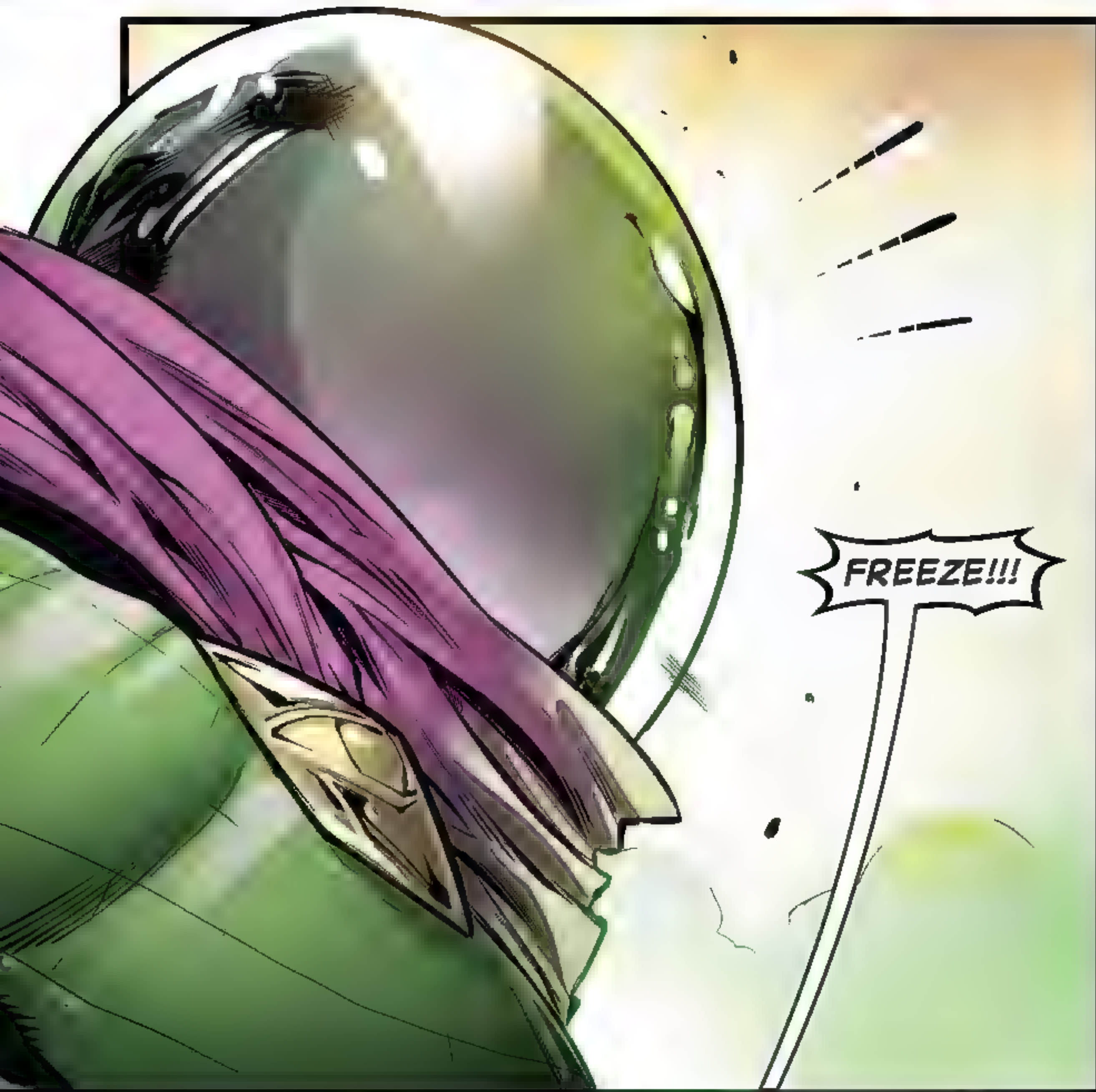
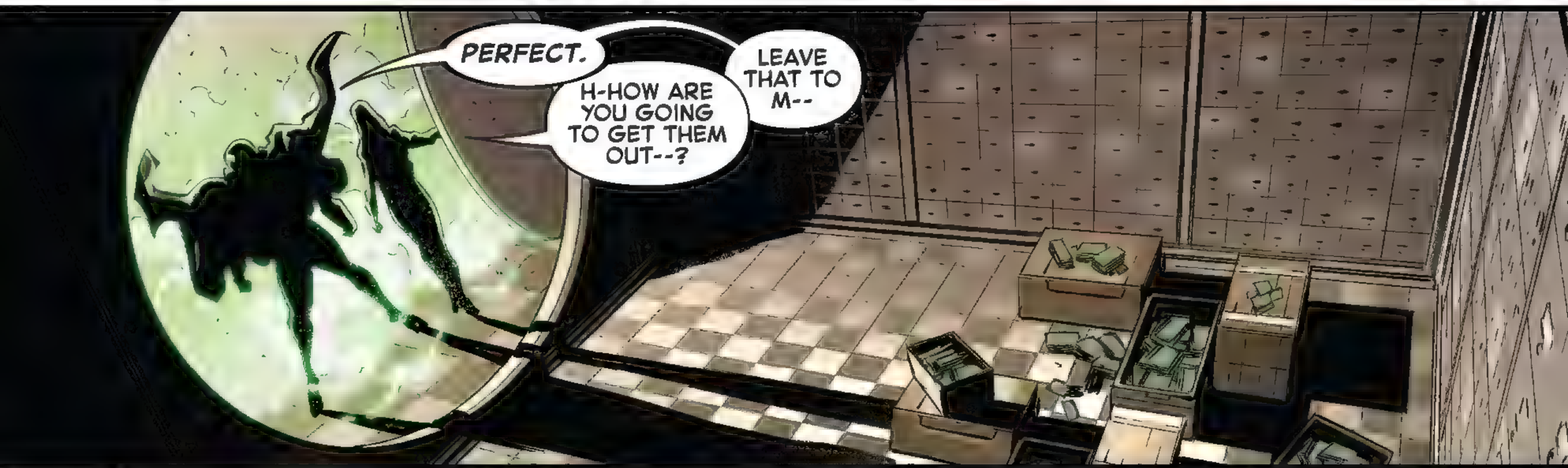
YOUR WORST NIGHTMARE.

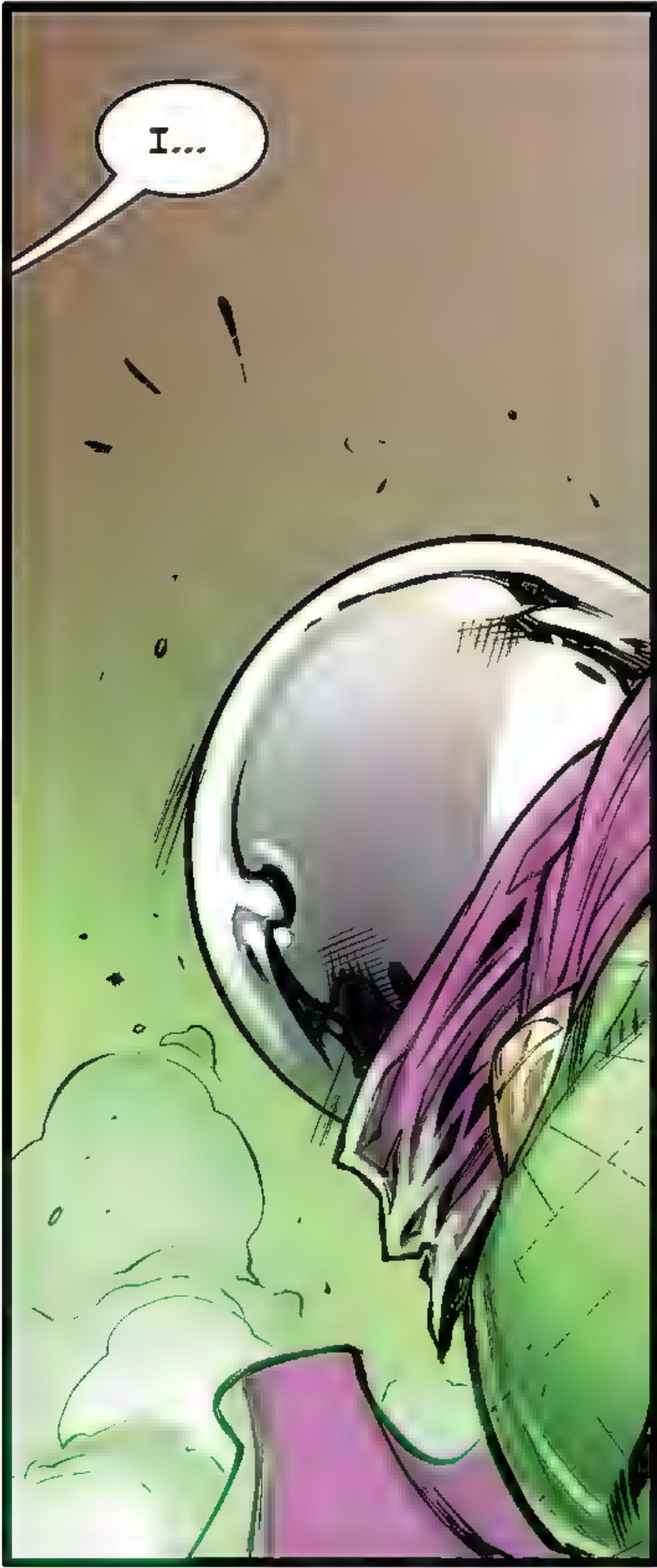


YOU'RE ME TAKING A TEST I DIDN'T STUDY FOR, AND I'M NAKED?



JUST OPEN THE DAMNED VAULT.





CHAPTER TWO: SOME TIME LATER

YOU CAN'T GO ANY HIGHER, SPIDER-MAN! THIS IS THE END OF THE ROAD!

BUT IF YOU GIVE ME BACK THAT PAINTING, I'LL LET YOU LIVE!

SEE, THAT'S WHERE YOU LOSE ME--NOT SURE ABOUT THE LETTING ME LIVE PART. YOU LACK CREDIBILITY.

GETTING TO THE EDGE OF THE ROOF. THIS IS GONNA BE A HELL OF A JUMP.

THREE...
TWO...

WHERE'S
A TIGHTROPE
WHEN YOU
REALLY NEED
ONE?

HA! LET'S
SEE THE TOAD,
KANGAROO OR
BATROC MATCH
THAT LEAP!

THAT'S
THE JOB OF
A HERO: KEEP
THE BAD GUYS
HOPPING.

GOD, I
CRACK MYSELF
UP. I SHOULD GO
ON TOUR. OR DO
A ONE-MAN
BROADWAY
SHOW.

NAH. WHO'D
WANNA SEE
SPIDER-MAN ON
BROADWAY?





WHERE DO YOU THINK YOU'RE GOING?!

SPLOOSH
CHHH
SSSSSS

I ARRANGED THIS ART THEFT FAR TOO THOROUGHLY TO LET YOU RUIN IT FOR ME.

A ONCE-IN-A-LIFETIME SPECIAL EXHIBIT. GUARDS EVERYWHERE. BUT THEY COULDN'T STOP--



DEATH? TAXES? THE BEAT?

THE HUMAN FLY!

DARN IT! THAT WAS MY 47TH GUESS.

OKAY, MY TURN. I'M THINKING OF A VEGETABLE...



YOU'RE DONE, SMART GUY!





YOU
IDIOT!

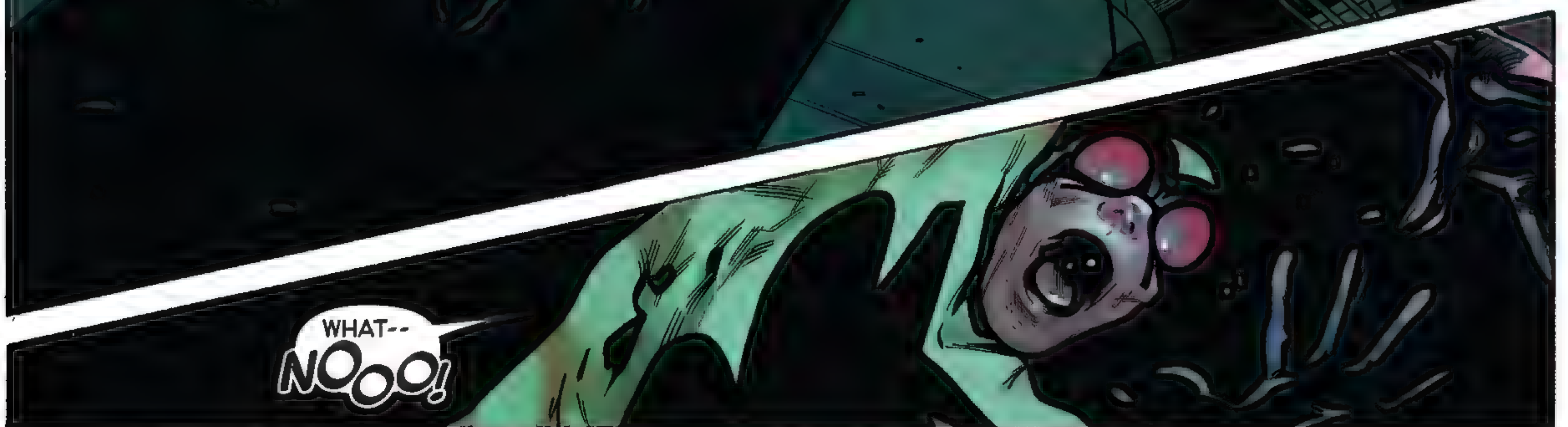
YOU
THINK *THIS*
WILL STOP
ME?!



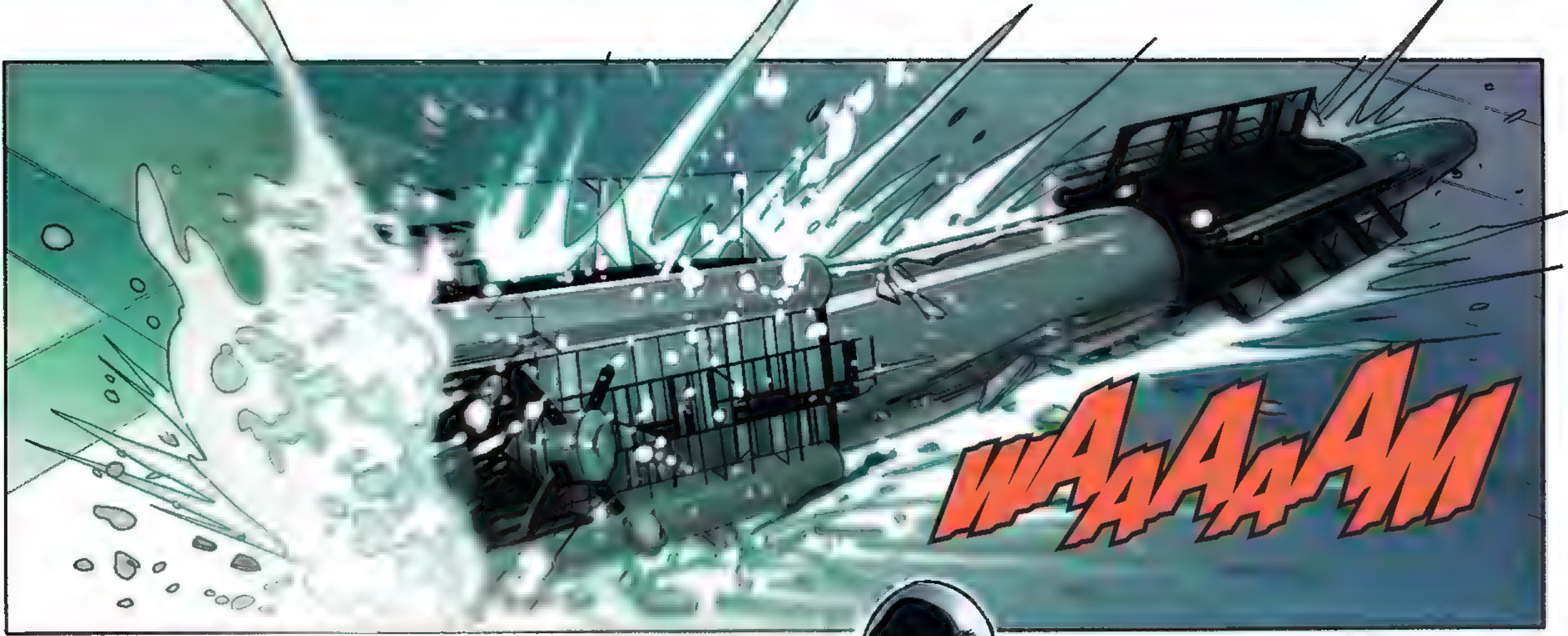
NO...



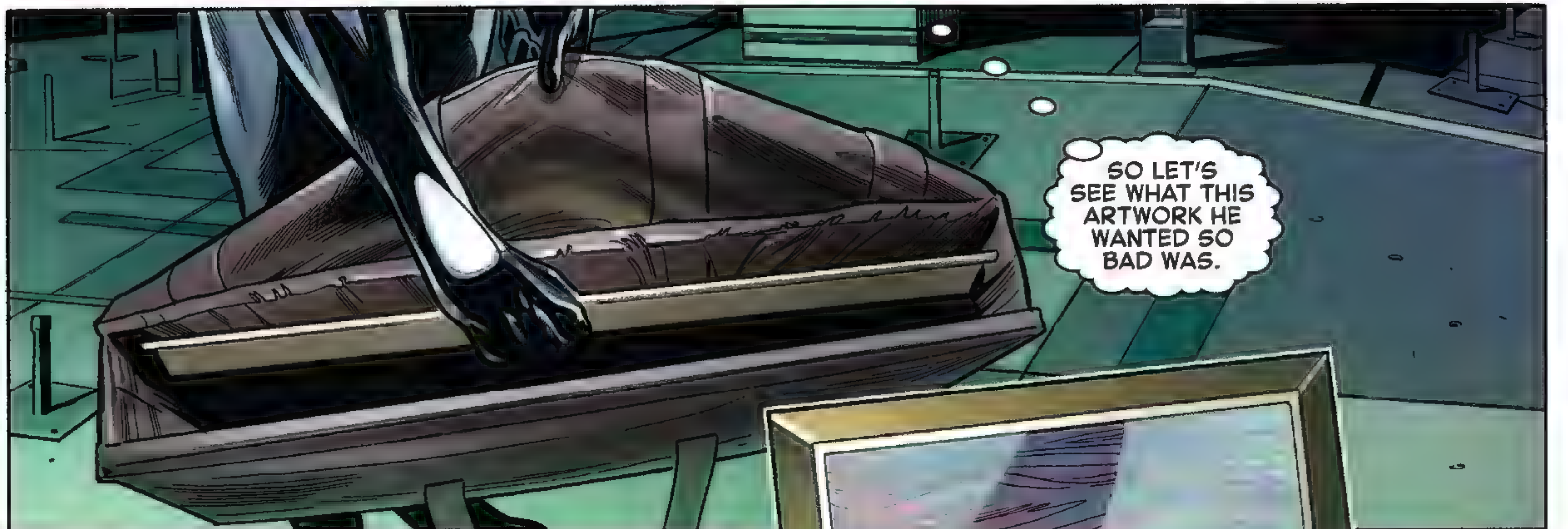
...I THINK
THAT WILL.



WHAT--
NOOO!



YUP. ALL
I REALLY
NEEDED WAS A
BIG ENOUGH FLY
SWATTER.



SO LET'S
SEE WHAT THIS
ARTWORK HE
WANTED SO
BAD WAS.



OH YEAH.
I TOTALLY
GET IT.

STORY
OF MY
LIFE.

CHAPTER THREE:
A GRAVE SITUATION

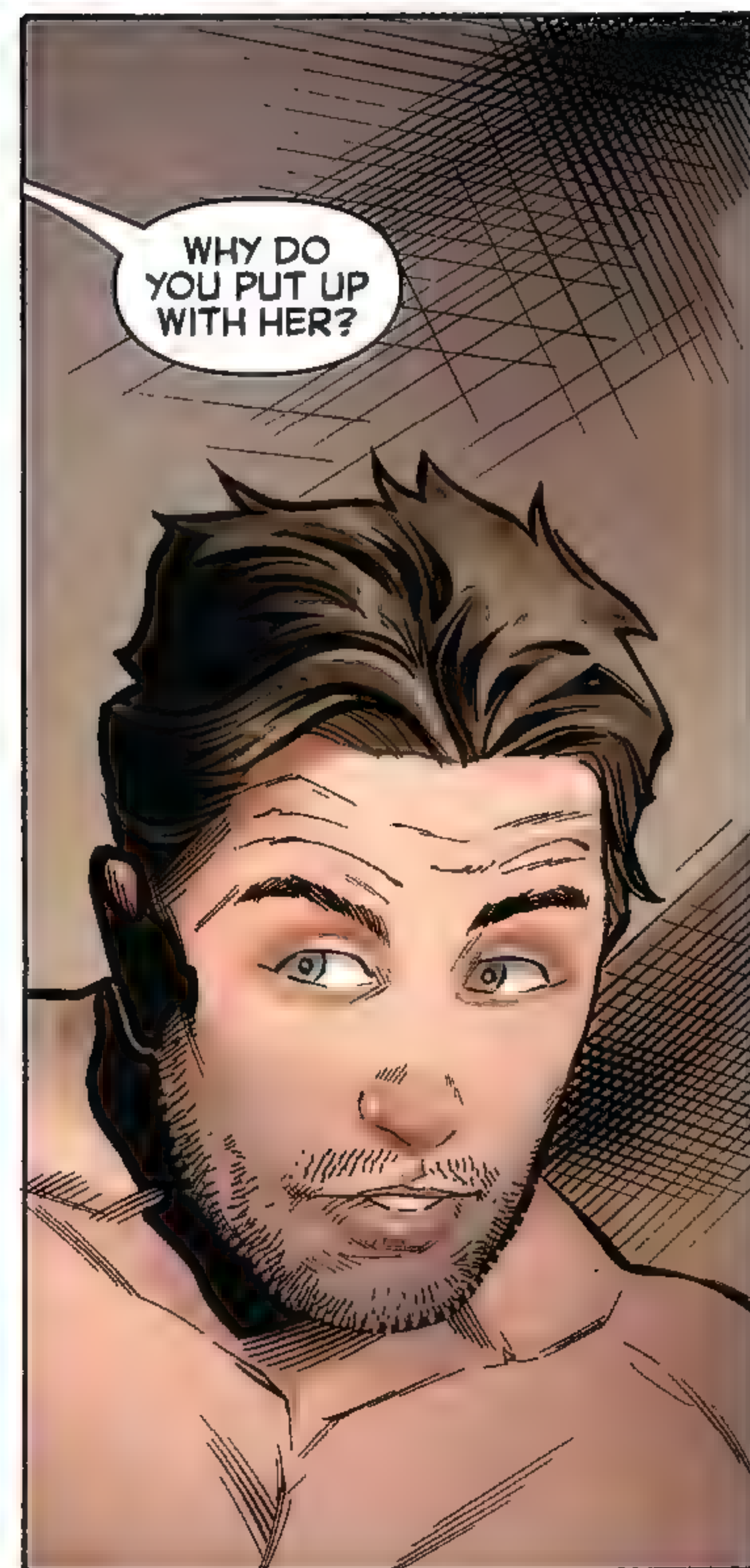
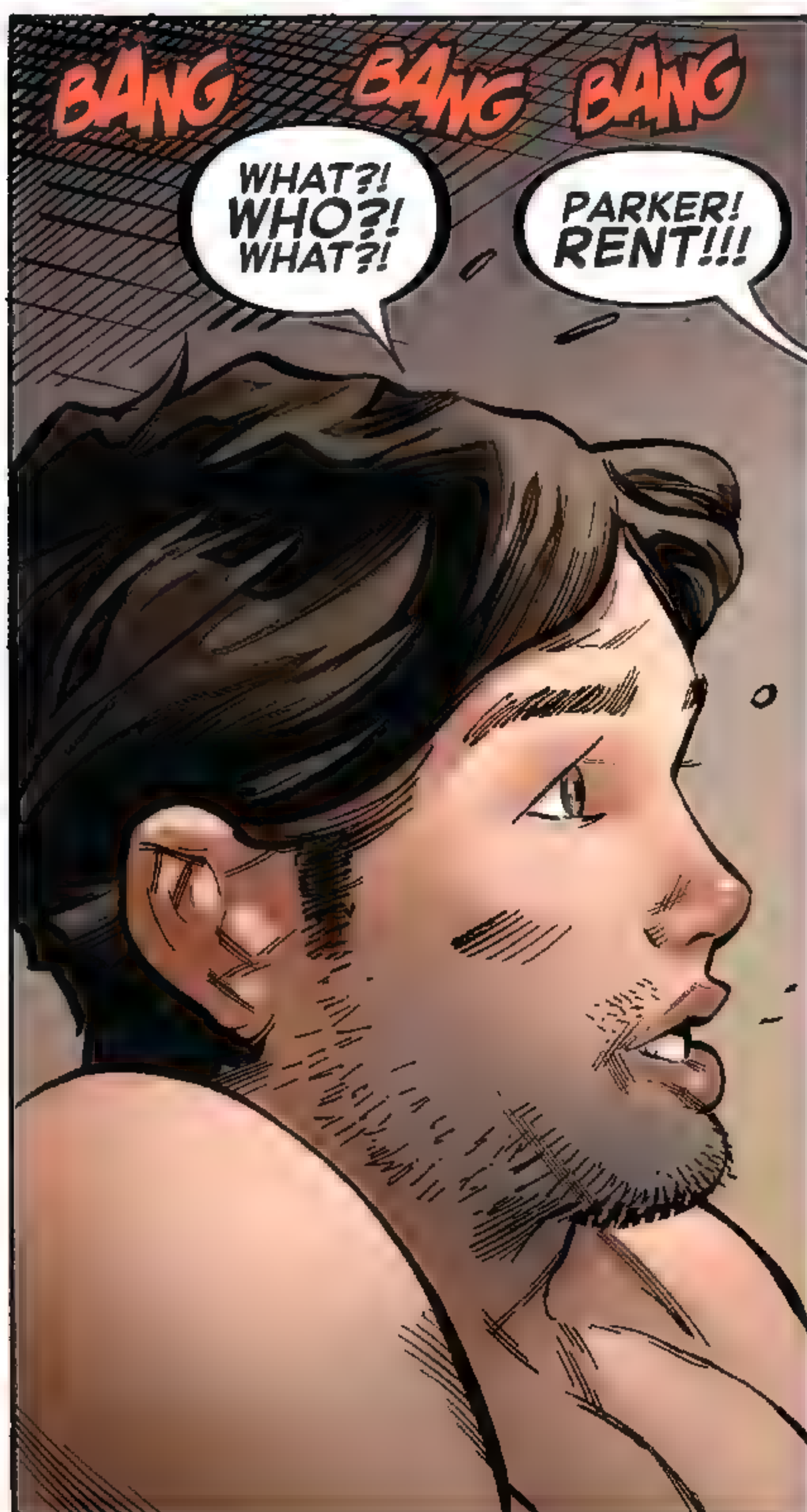
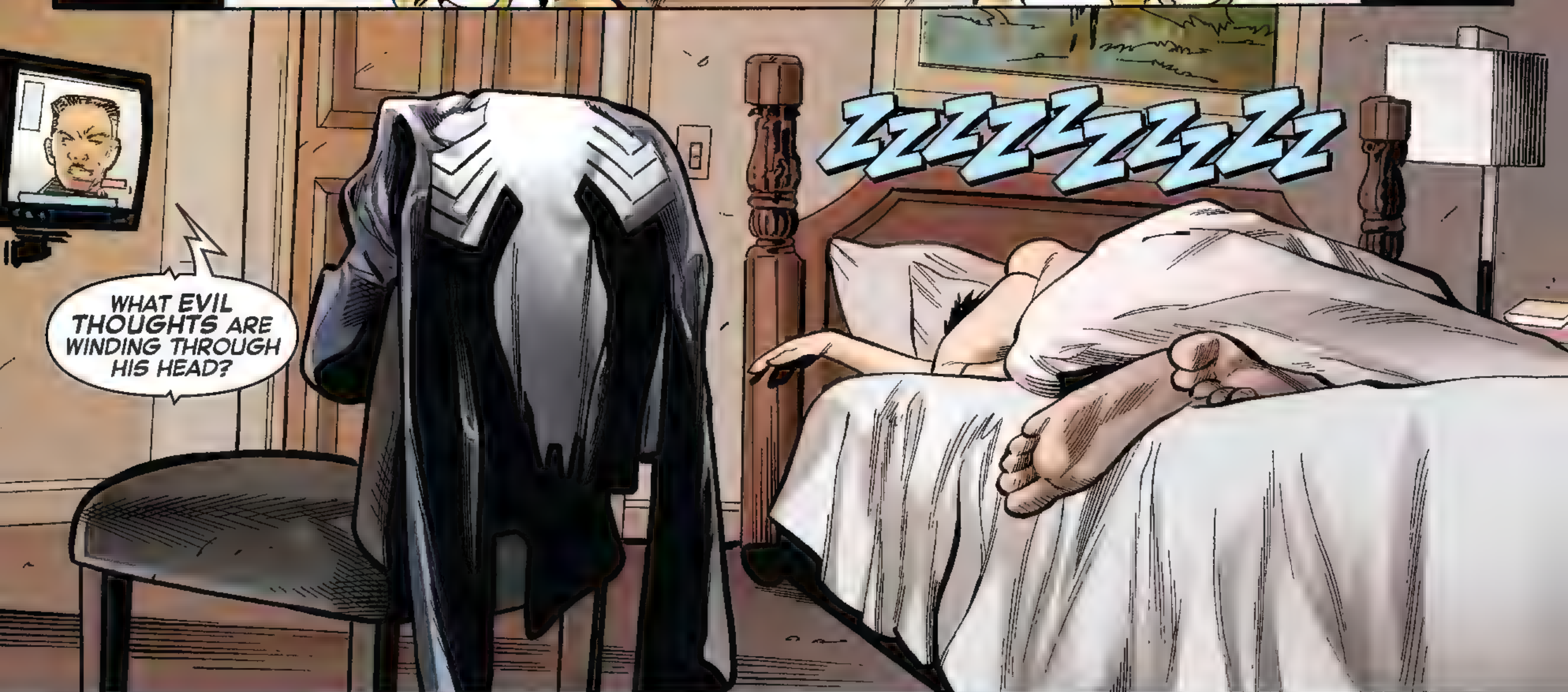
Guest Editorial

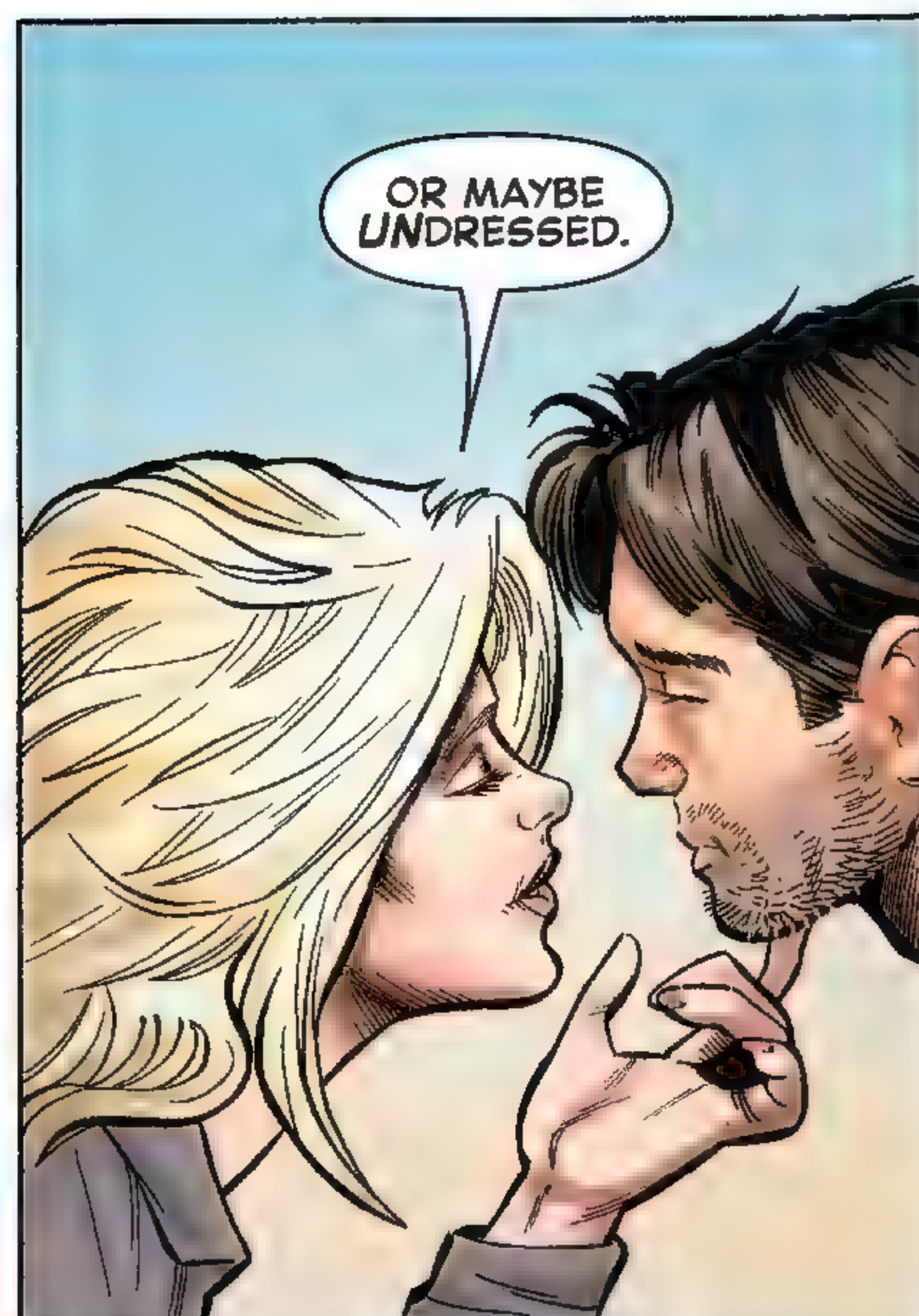
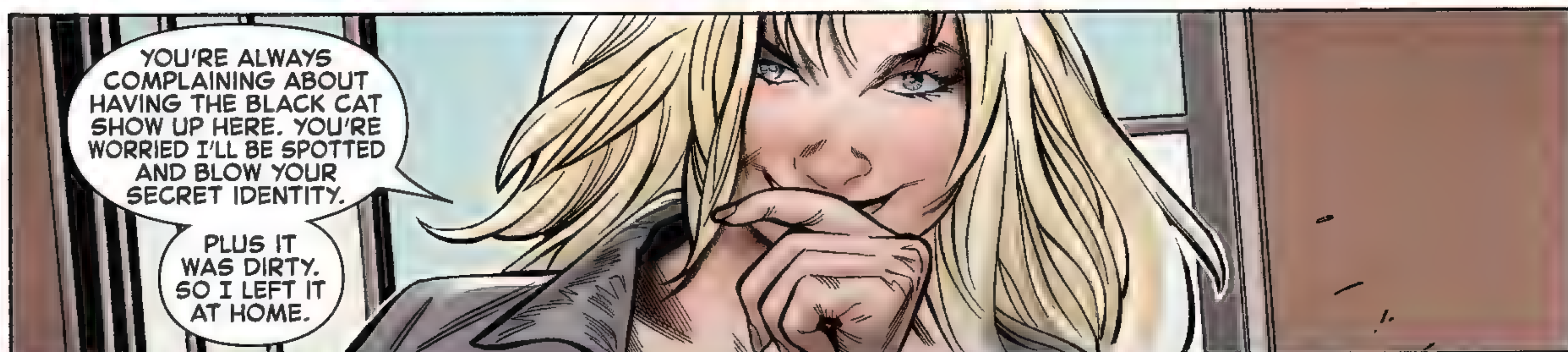


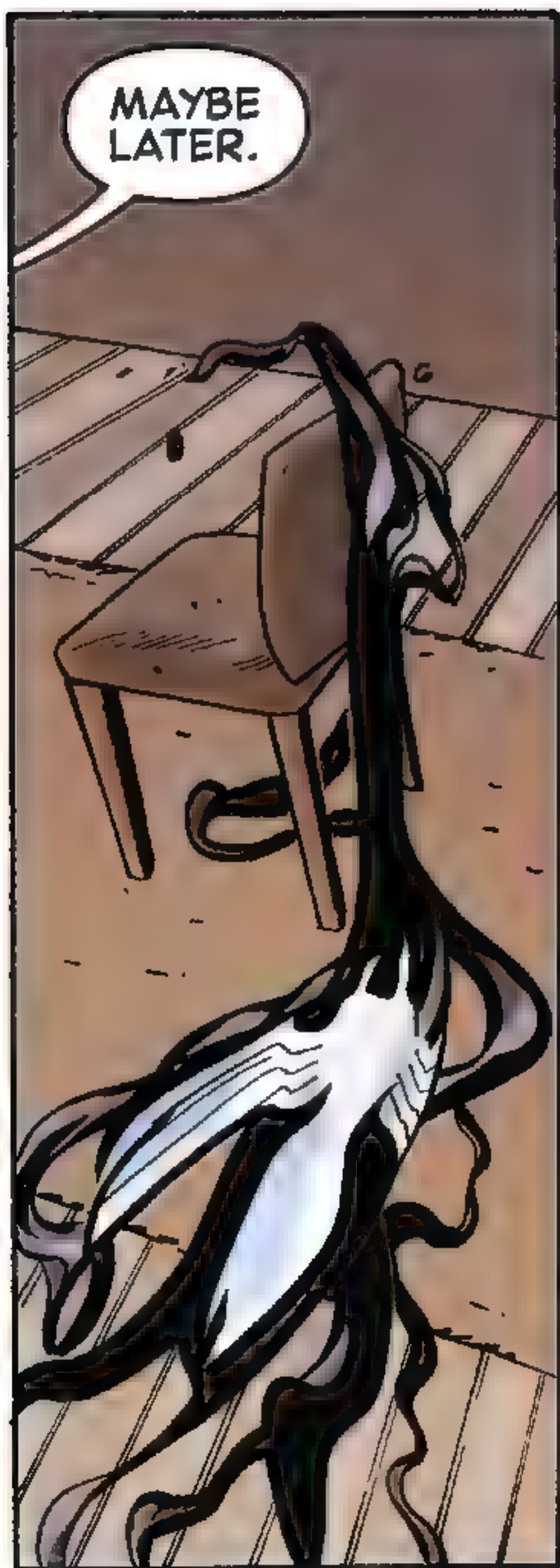
SO SPIDER-MAN
SAVED THE SCREAM!
SO WHAT? HE ALSO
KNOCKED OUT SERVICE
ON SEVERAL LOCAL
NETWORKS!

MEANWHILE
THE AVENGERS
REMAIN SILENT
ABOUT HIS INVOLVEMENT
IN THEIR "SECRET WAR."
THEY'RE OBVIOUSLY
COVERING FOR
HIM.

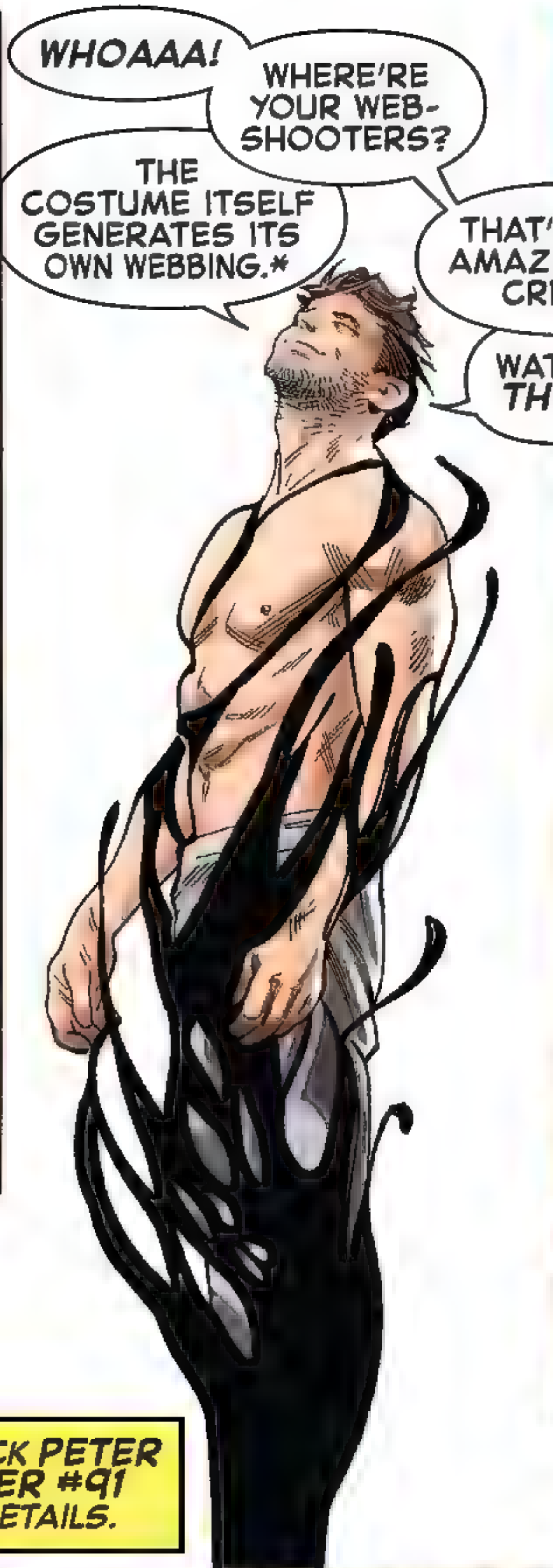
WHO KNOWS
WHAT HE'S UP TO
RIGHT NOW?!







MAYBE LATER.



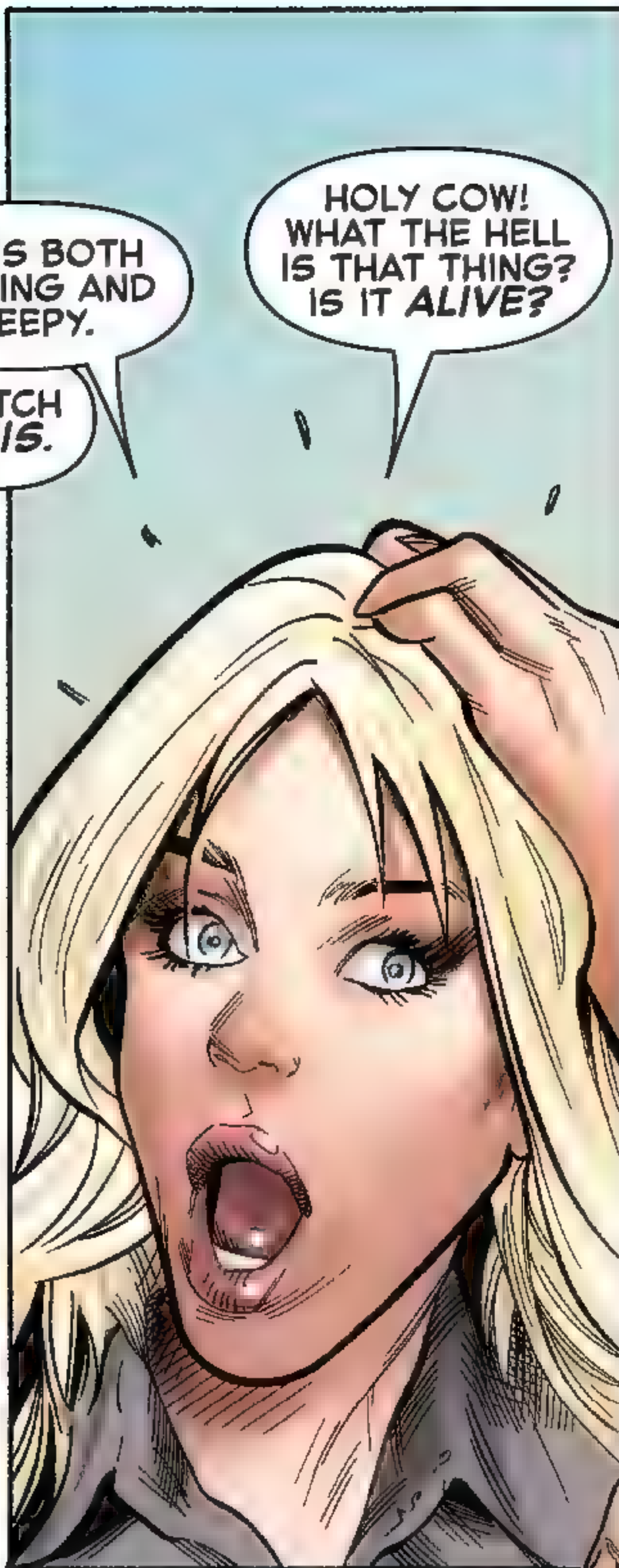
WHOOAAA!

WHERE'RE YOUR WEB-SHOOTERS?

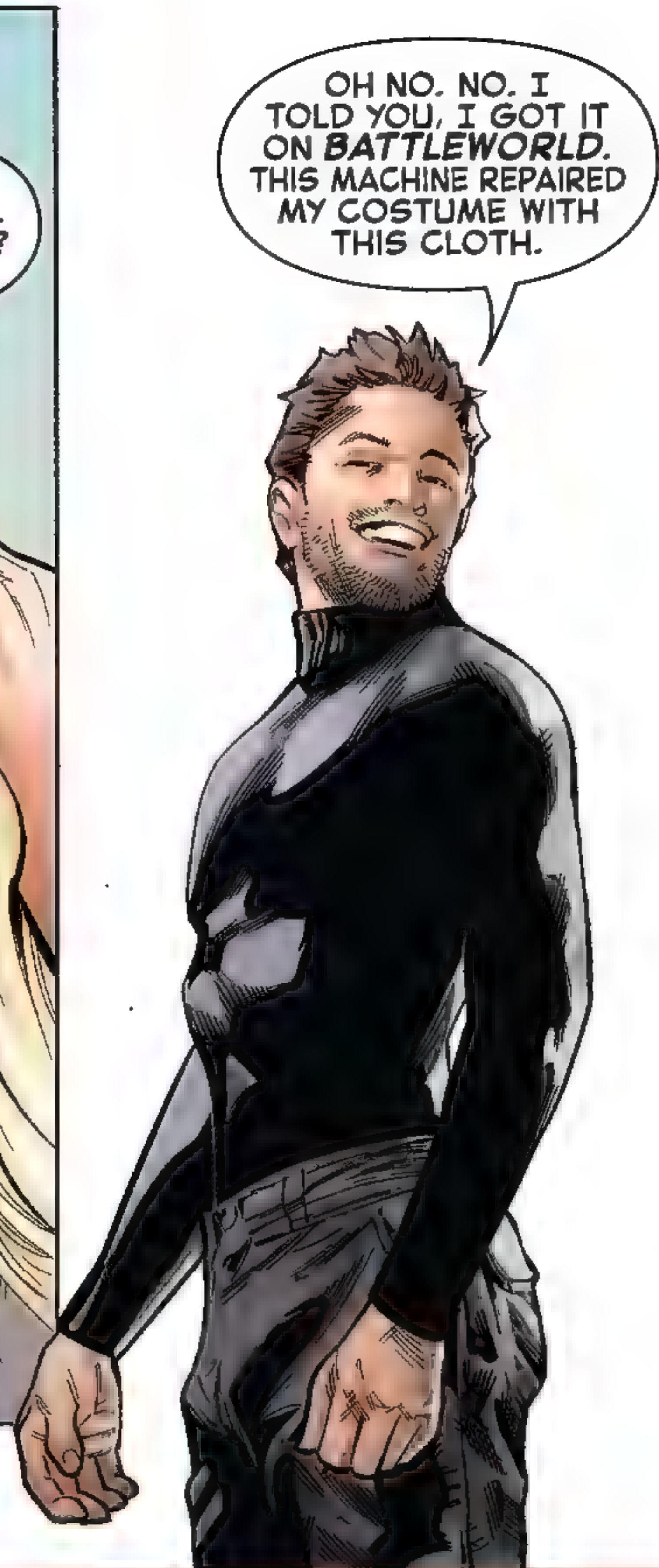
THE COSTUME ITSELF GENERATES ITS OWN WEBBING.*

THAT'S BOTH AMAZING AND CREEPY.

WATCH THIS.



HOLY COW! WHAT THE HELL IS THAT THING? IS IT ALIVE?



OH NO. NO. I TOLD YOU, I GOT IT ON **BATTLEWORLD**. THIS MACHINE REPAIRED MY COSTUME WITH THIS CLOTH.

*CHECK PETER PARKER #91 FOR DETAILS.



IT'S CLOTH THAT READS YOUR MIND?

WELL, YEAH.

IT'S ALIVE.

IT'S NOT ALIVE! IT'S ALIEN TECHNOLOGY!



FINE. IT'S ALIEN TECHNOLOGY.

GOOD, I'M GLAD THAT'S SET--

THAT'S ALIVE.



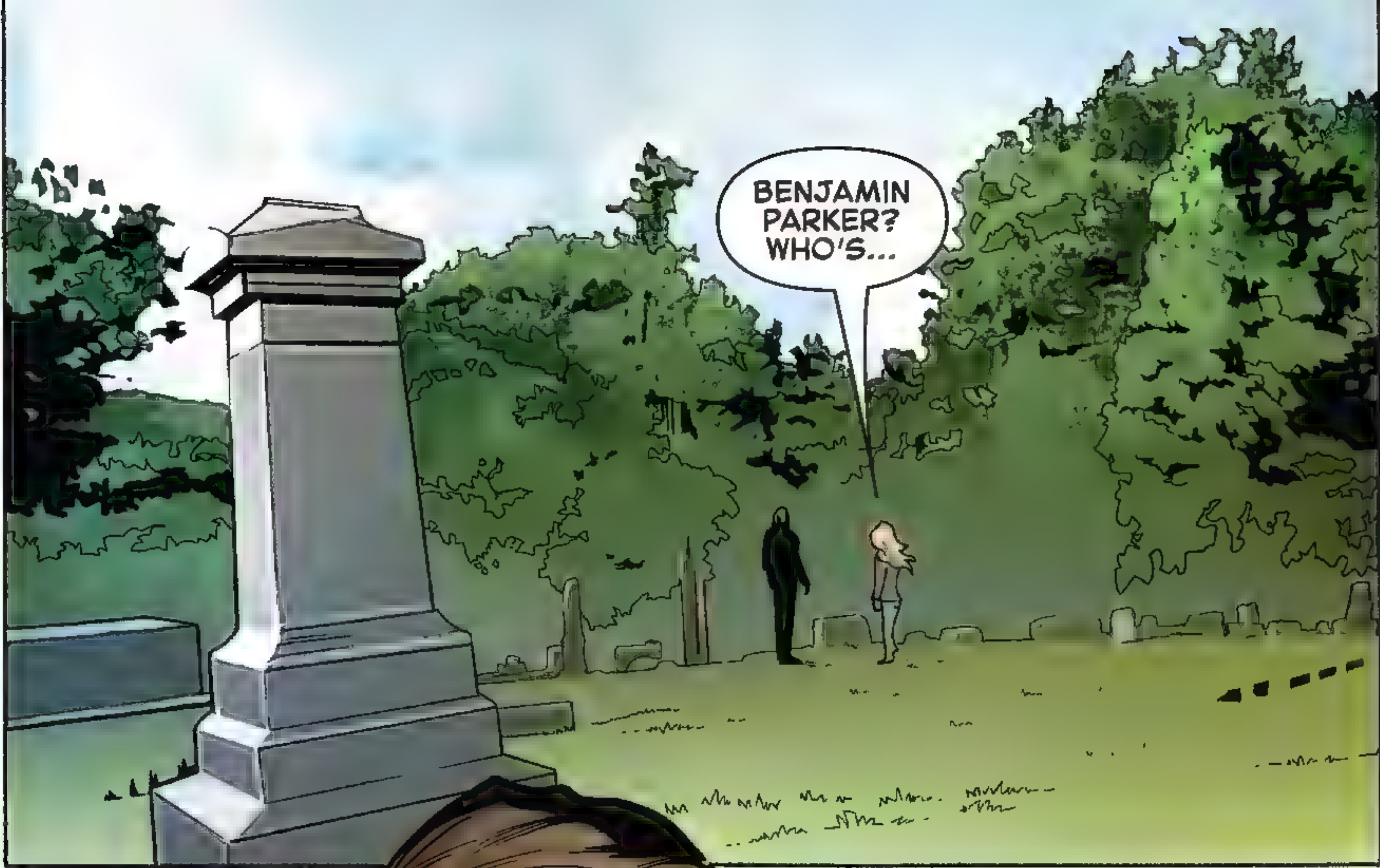
WHATEVER. LET'S GO.

WHERE'RE WE GOING?





"YOU'VE GOTTA BE KIDDING."



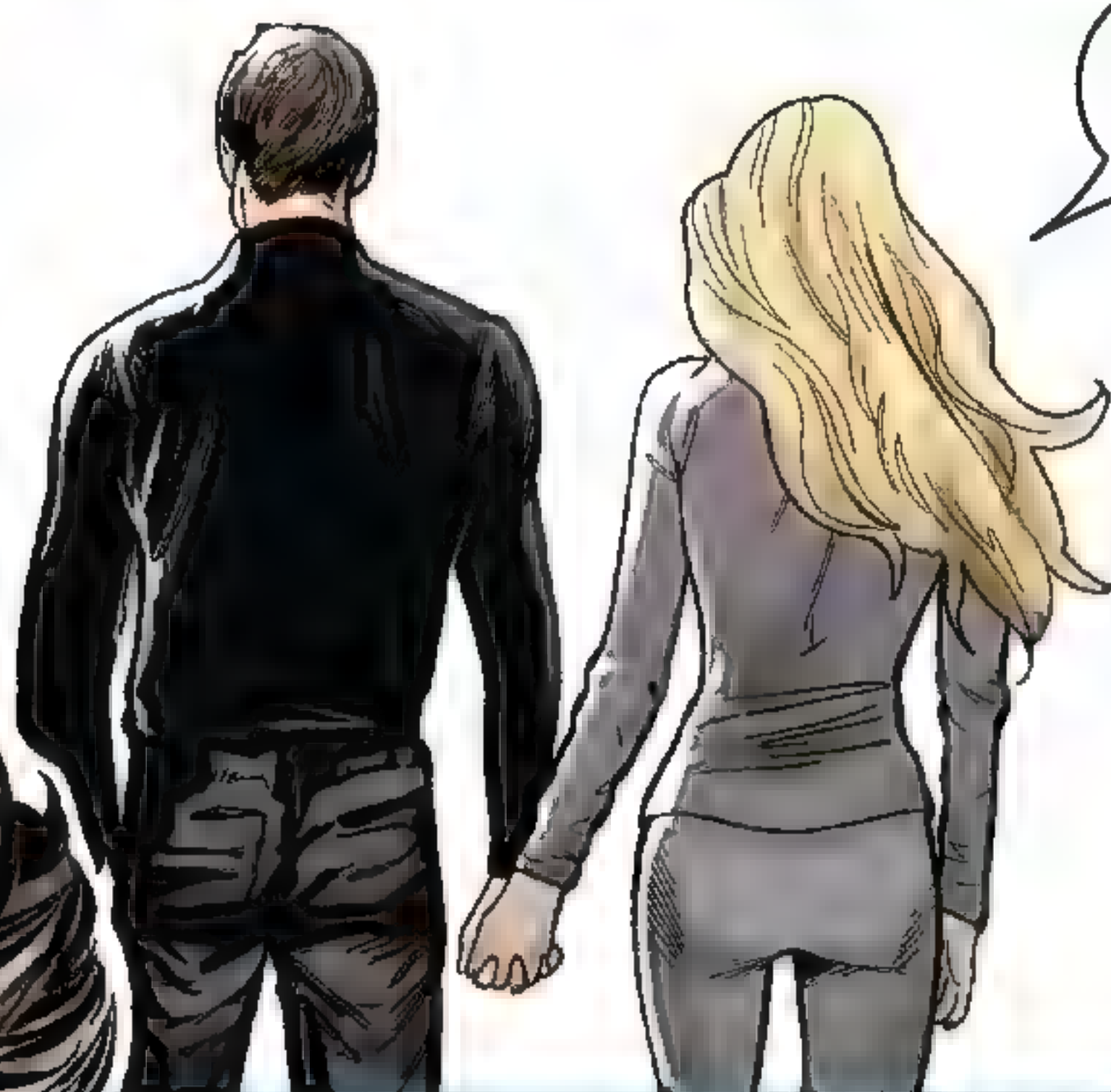
BENJAMIN PARKER?
WHO'S...



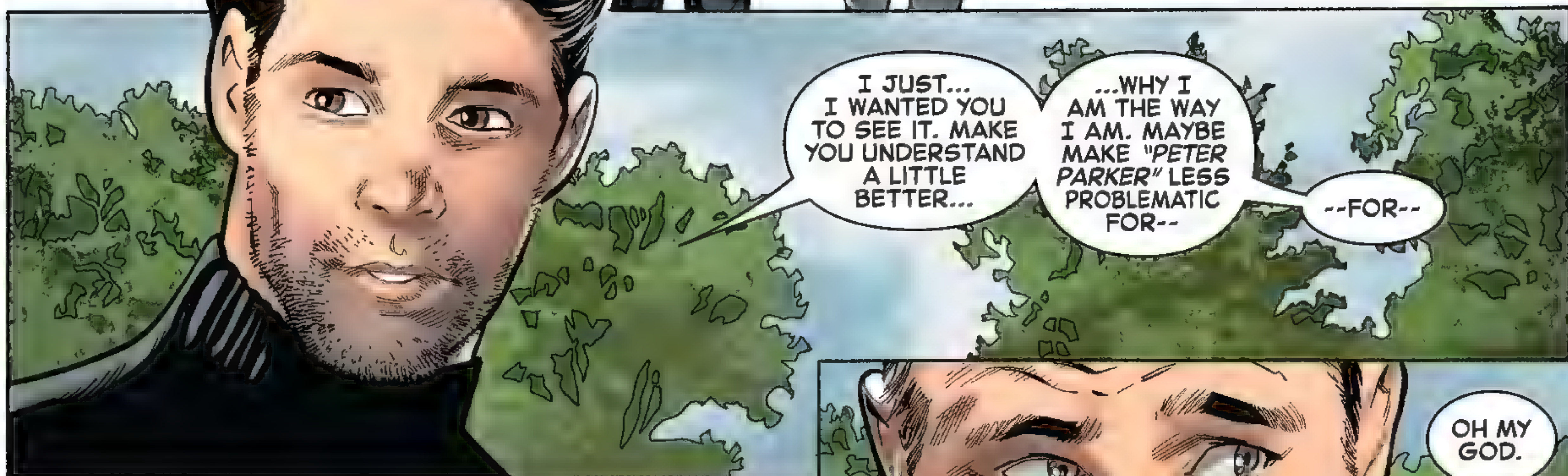
WAIT.
OHMYGOD.
IS THIS--?

MY UNCLE BEN, YEAH. TODAY'S THE ANNIVERSARY OF THE DAY HE DIED AT THE HANDS OF A BURGLAR THAT I LET RUN PAST ME.

THE SPIDER-MAN YOU LOVE WOULDN'T EXIST WITHOUT HIM.



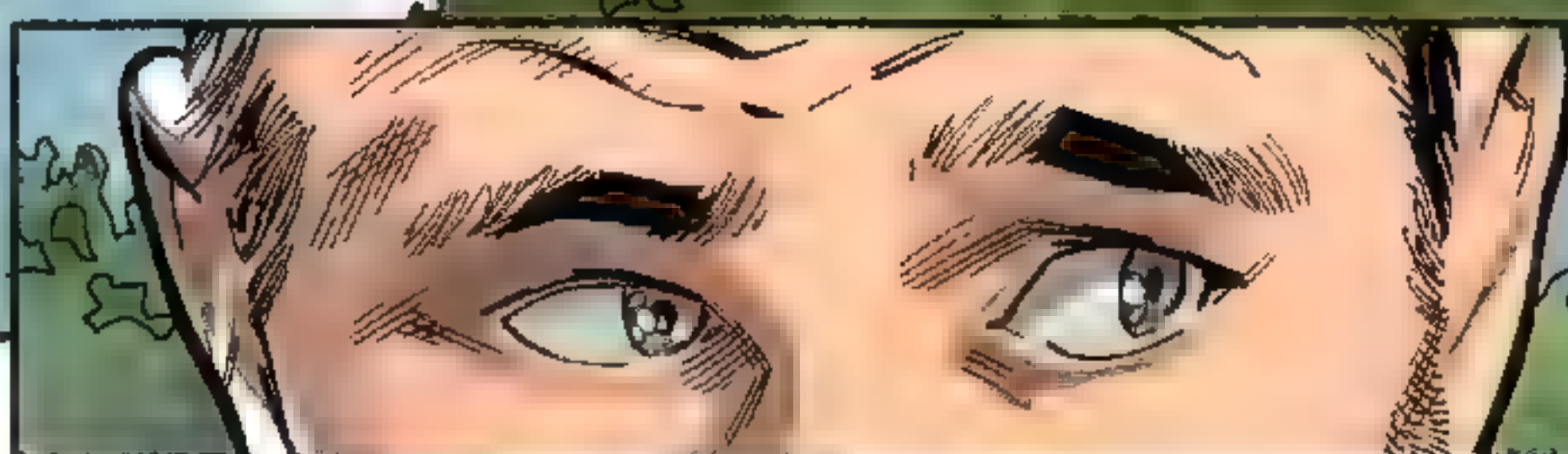
I'M SO SORRY... PETER.



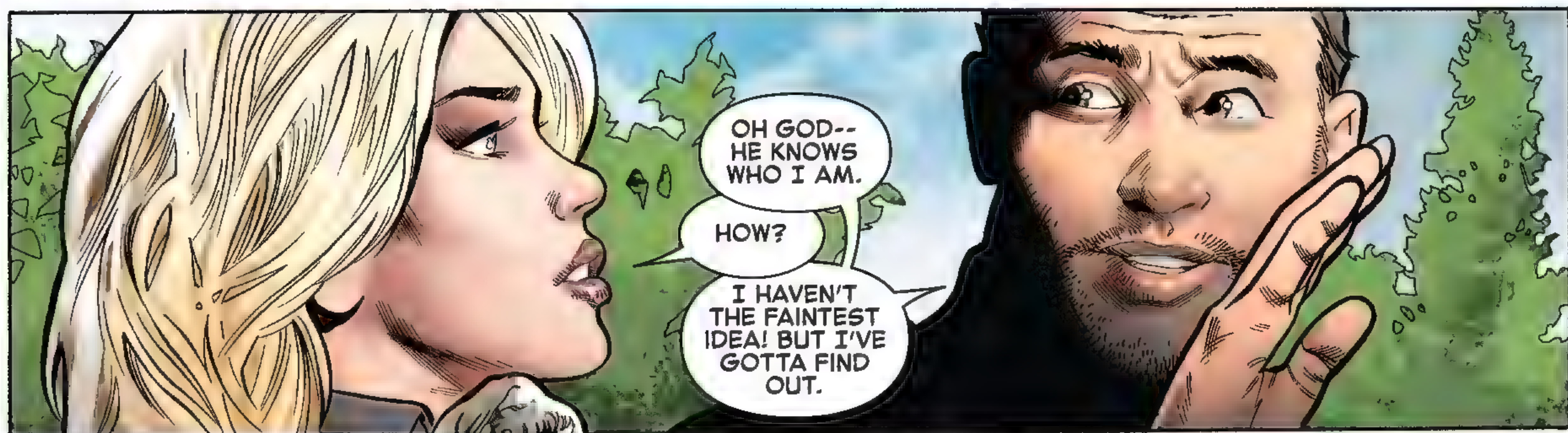
I JUST... I WANTED YOU TO SEE IT. MAKE YOU UNDERSTAND A LITTLE BETTER...

...WHY I AM THE WAY I AM. MAYBE MAKE "PETER PARKER" LESS PROBLEMATIC FOR--

--FOR--



OH MY GOD.



CHAPTER FOUR: DONE

THIS WASN'T
SUPPOSED TO
HAPPEN.

I COME
IN, GET
THE MONEY,
LEAVE.

AUDREY
HENNING
BELOVED
WIFE AND MOTHER

NO
ONE WAS
SUPPOSED
TO DIE.

I DIDN'T
WANT ANYONE
TO DIE. I...

JOHNNY'S
RIGHT. DAMMIT,
HE WAS RIGHT. IT
TOOK THIS LONG
TO SINK IN.

I'M NOT
A SUPER VILLAIN.
IT'S ALL PRETEND,
NO DIFFERENT
FROM ONE OF
MY TRICKS.

I'M QUITTING.
I'VE HAD IT. NO
ONE ELSE IS GOING
TO DIE BECAUSE
OF ME.

LET
SOMEBODY
ELSE TAKE OUT
SPIDER-MAN. I'M
THROUGH. NO
ONE WILL
MISS ME.

MY
GOD. IS
THAT...

AUDREY?

NO. NO,
OF COURSE
NOT. I'M JUST
SEEING GHOSTS...
SAME HAIR,
THOUGH.

BETTER
GET OUT OF
HERE. DON'T NEED
TO START
TROUBLE.



I'M DONE
WITH CAUSING
TROUBLE.

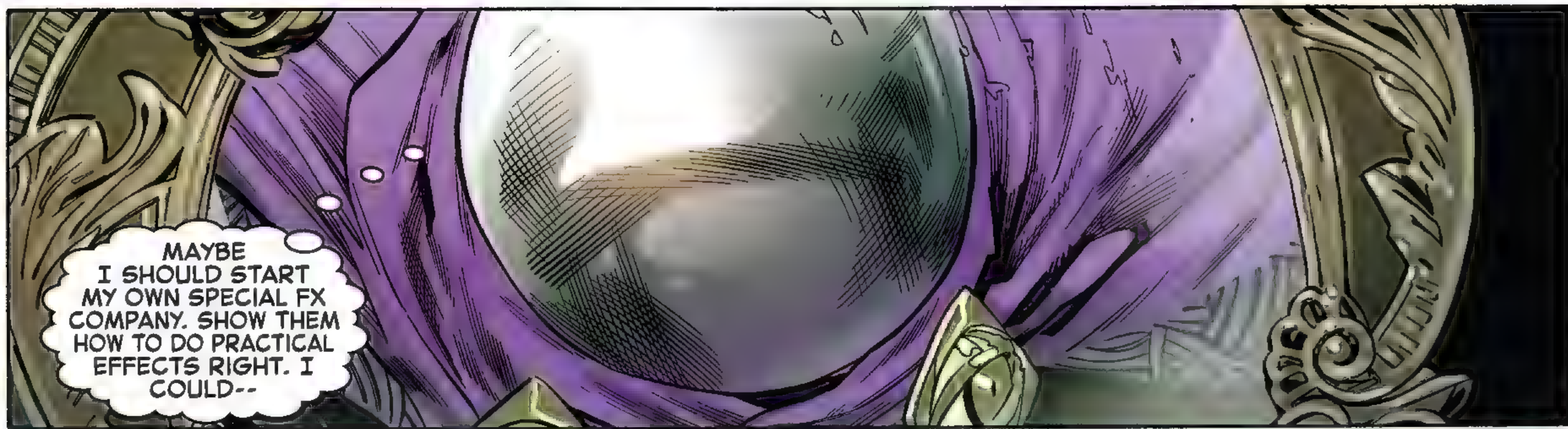
STILL...



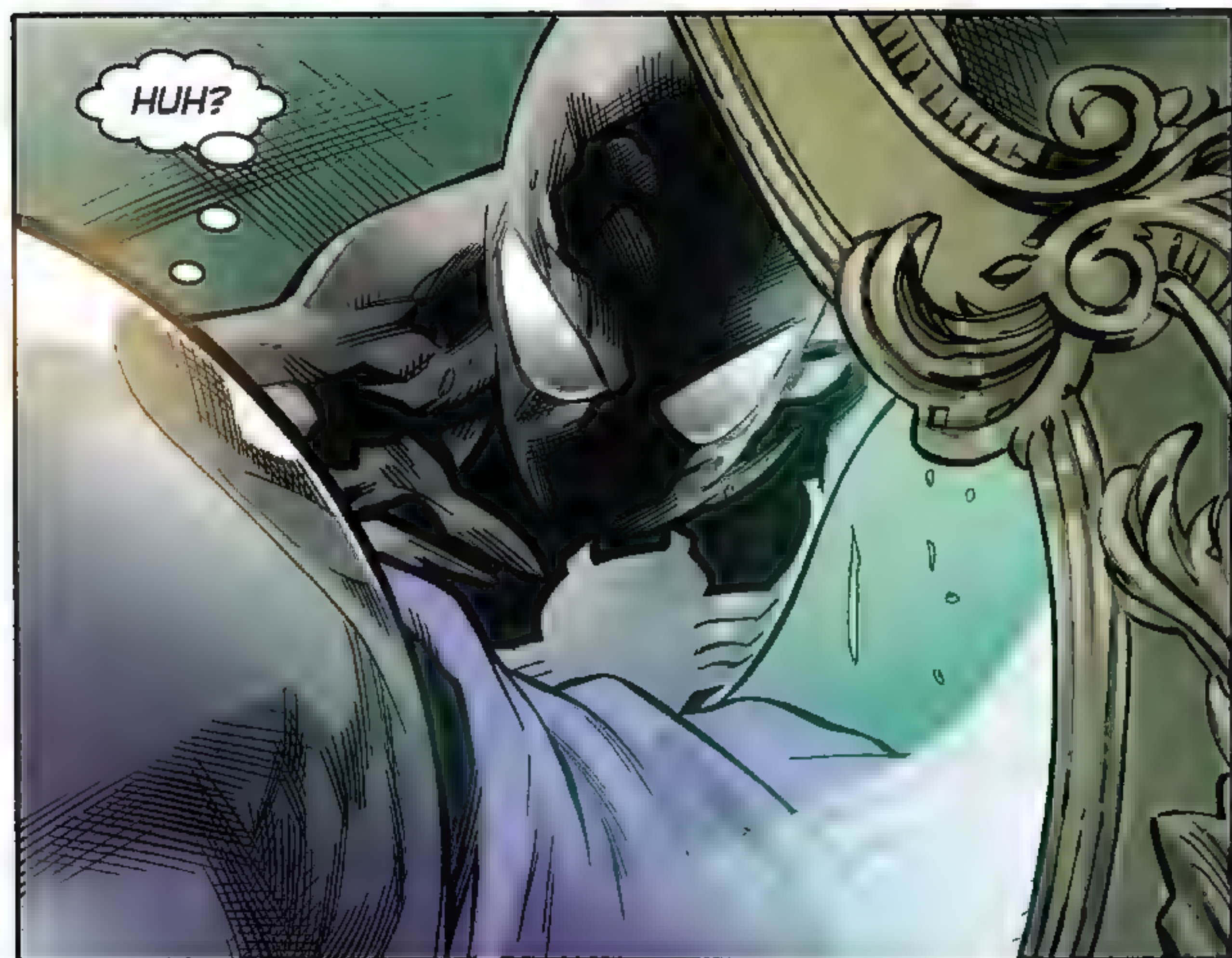
...PERHAPS
I SHOULD RECORD
A SHORT FILM.
RENOUCE VIOLENCE
AS MYSTERIO ONCE
AND FOR ALL.

I MEAN, IT
WAS MY LIFE
FOR YEARS. KIND
OF HARD TO
LEAVE IT ALL
BEHIND.

BUT THAT
POOR WOMAN
DIED BECAUSE OF
ME. I'M JUST...
I'M DONE.



MAYBE
I SHOULD START
MY OWN SPECIAL FX
COMPANY. SHOW THEM
HOW TO DO PRACTICAL
EFFECTS RIGHT. I
COULD--



HUH?



WAAAAH

KRAAAA



MY SPIDER-SENSE ISN'T GOING OFF. WHY NOT?

HE'S A DANGER.

BAM BAM



THUD

MUST BE A TRICK. HE'S FOUND WAYS TO SMOTHER MY SPIDER-SENSE IN THE PAST.

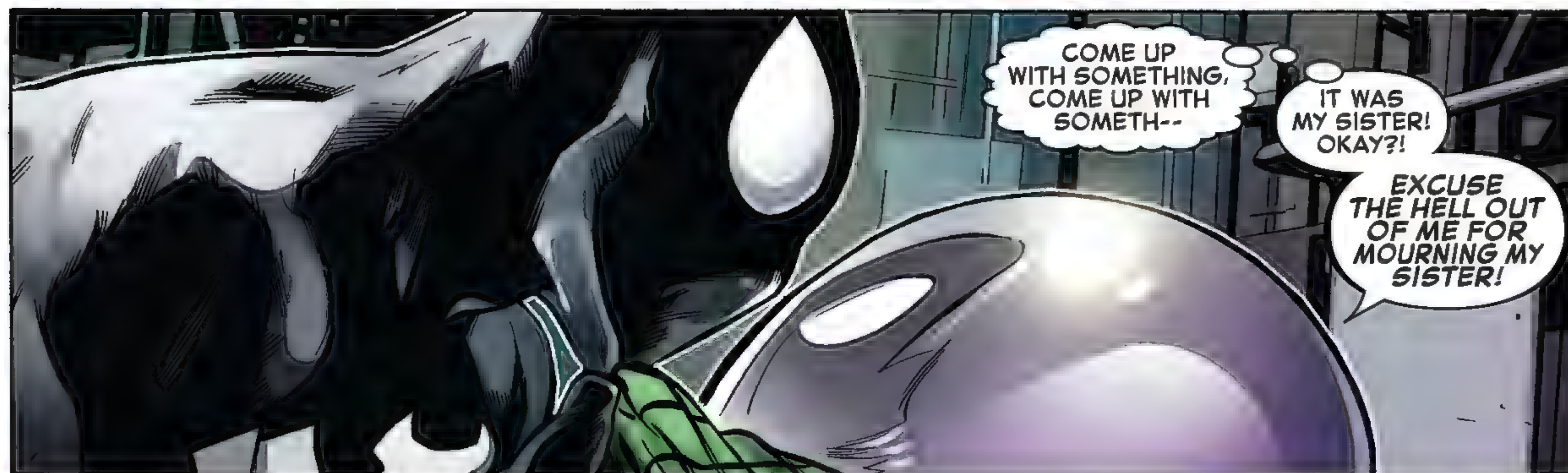


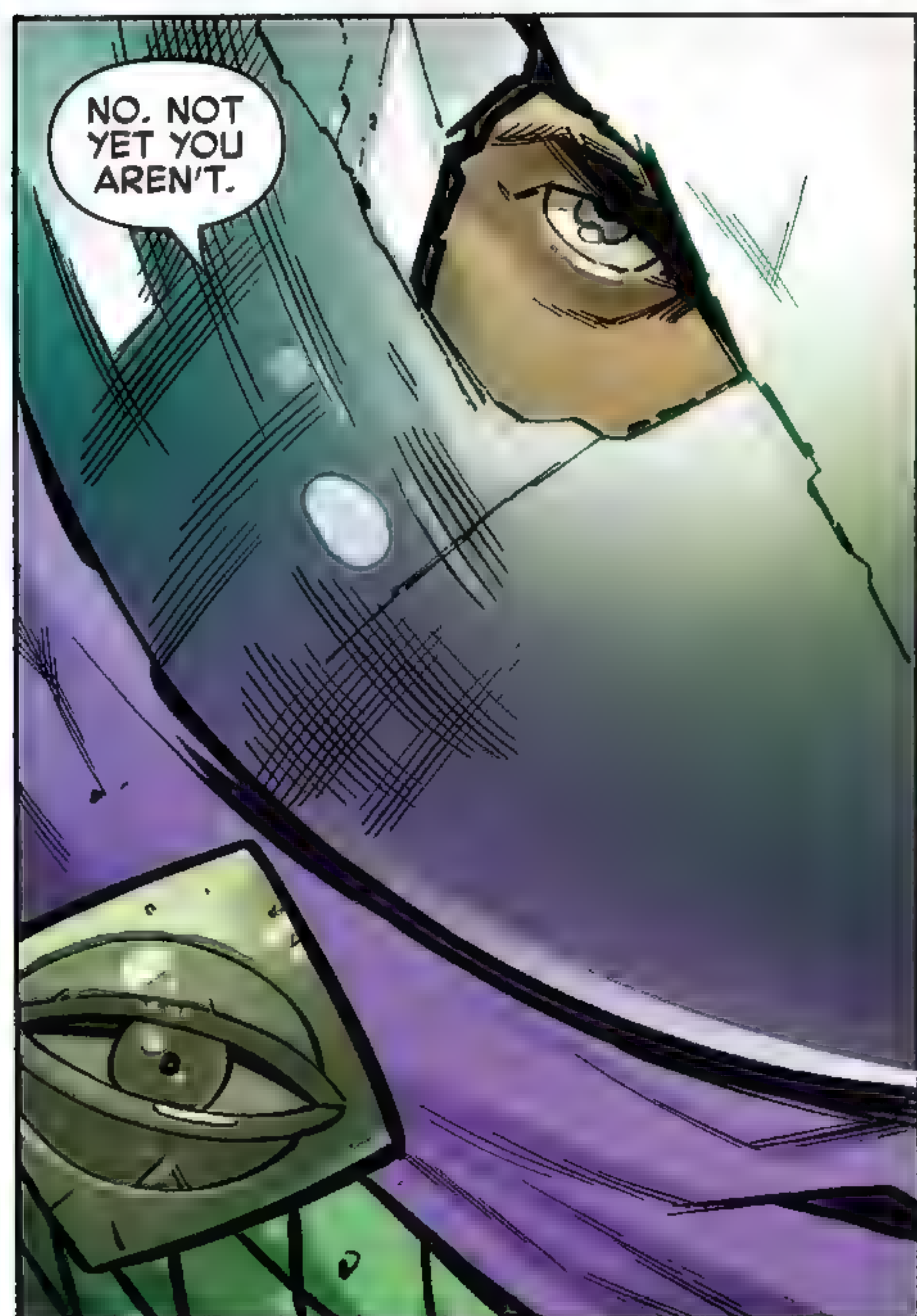
KRUNCH

WELL, HE'S NOT GOING TO FOOL ME AGAIN.



WAM WAM WAM







OH CRAP.

I'D LEAVE
IF I WERE YOU,
SPIDER-MAN.



YOU HAVE
TEN SECONDS
BEFORE THE
ENTIRE PLACE
BLOWS.

NINE...
EIGHT...

SON OF
A--!



...SEVEN...
SIX...



...FIVE...



...FOUR...



FAKE
WINDOW
SHOULDA
KNOWN.

Man, I
hate that
guy.

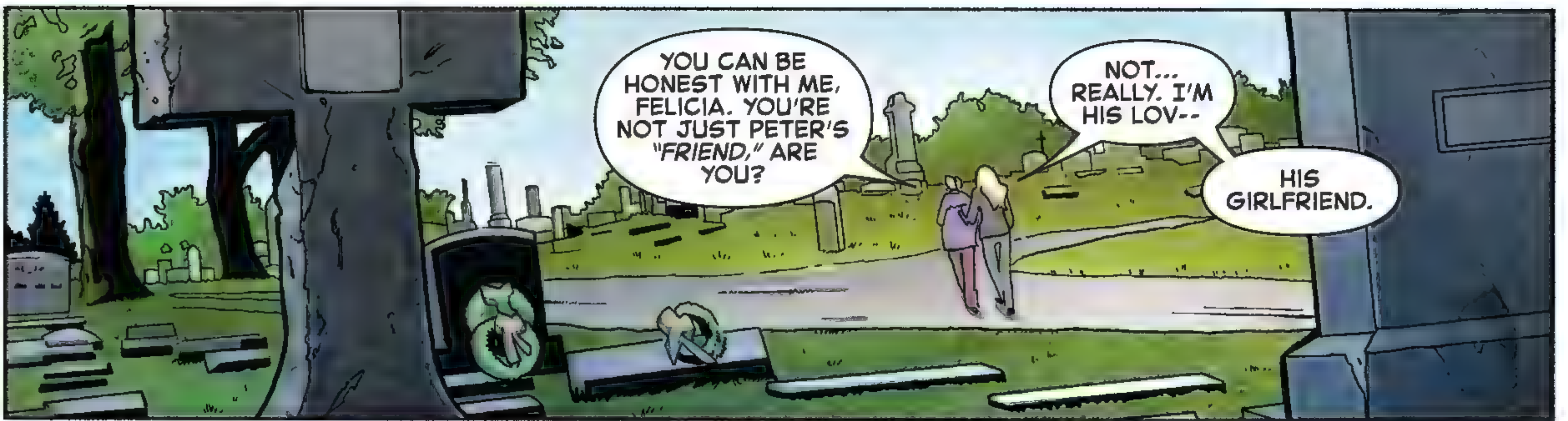
...THREE...

...TWO...

...ONE.

KRAASH

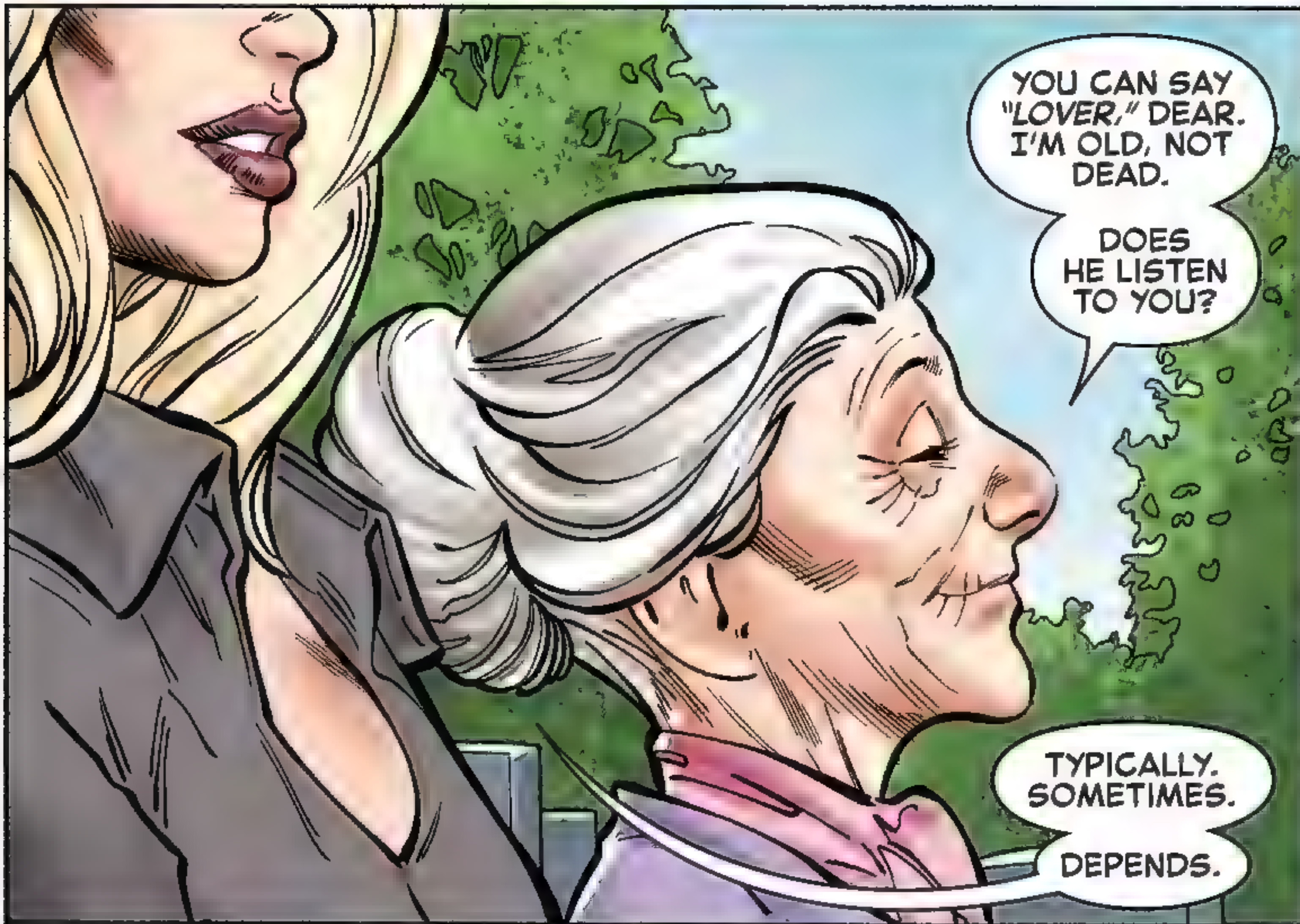
BOOM



YOU CAN BE HONEST WITH ME, FELICIA. YOU'RE NOT JUST PETER'S "FRIEND," ARE YOU?

NOT... REALLY. I'M HIS LOV--

HIS GIRLFRIEND.

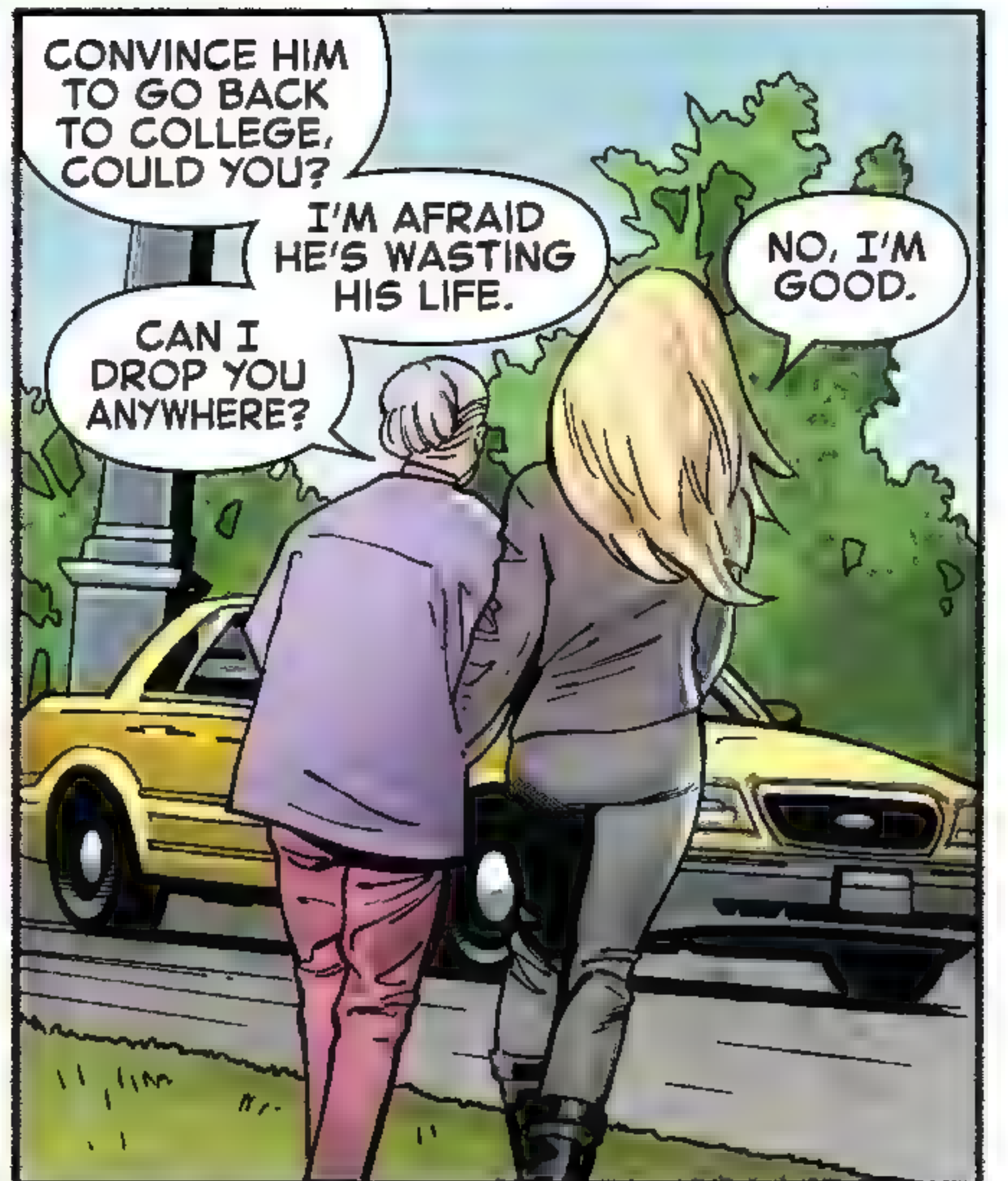


YOU CAN SAY "LOVER," DEAR. I'M OLD, NOT DEAD.

DOES HE LISTEN TO YOU?

TYPICALLY. SOMETIMES.

DEPENDS.

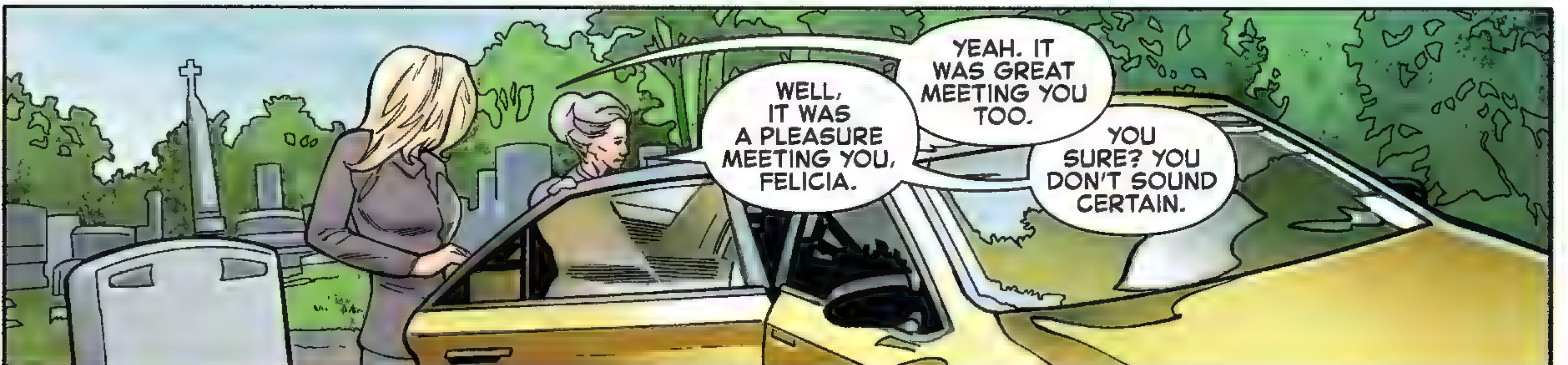


CONVINCE HIM TO GO BACK TO COLLEGE, COULD YOU?

I'M AFRAID HE'S WASTING HIS LIFE.

NO, I'M GOOD.

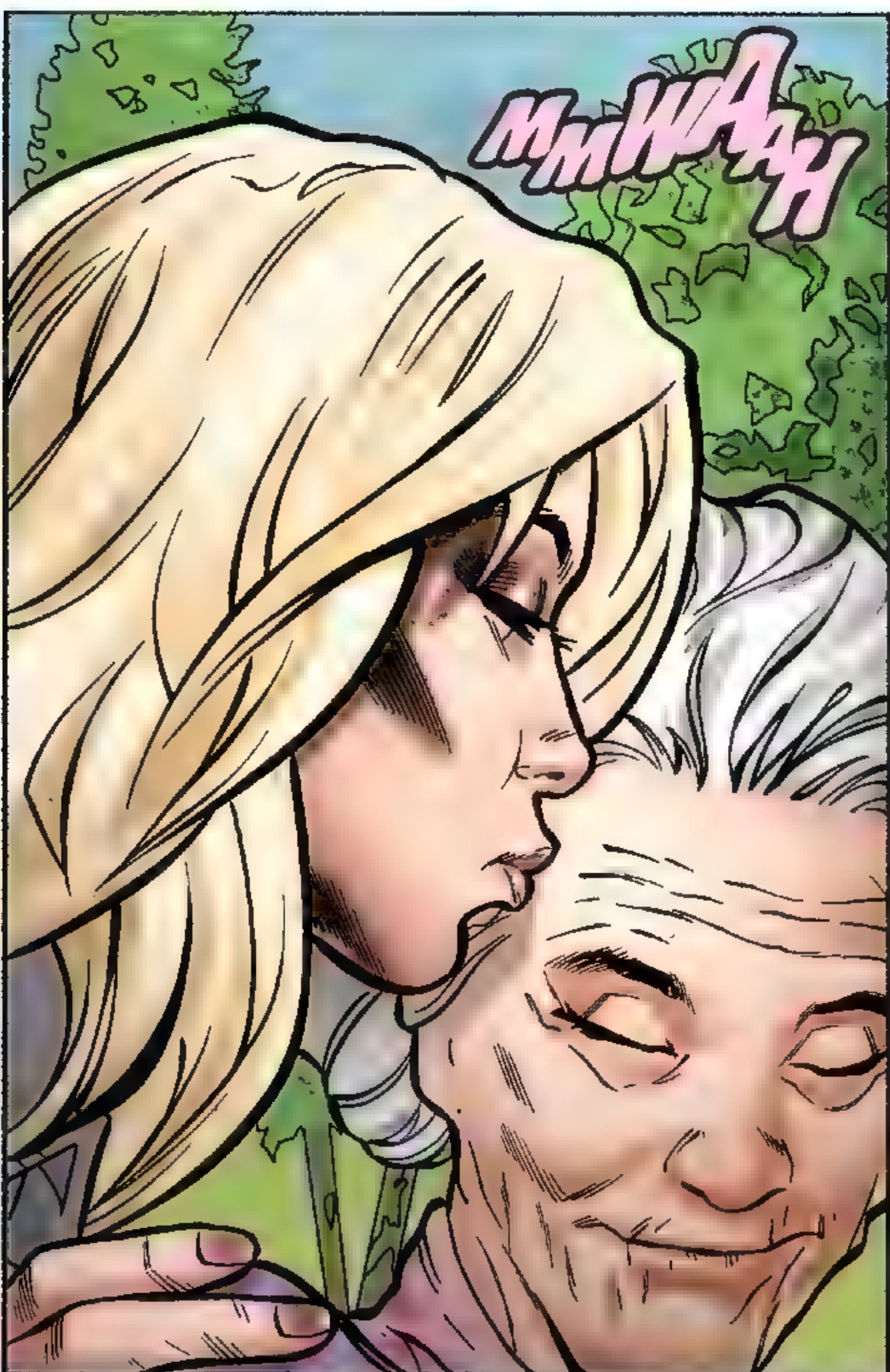
CAN I DROP YOU ANYWHERE?



WELL, IT WAS A PLEASURE MEETING YOU, FELICIA.

YEAH. IT WAS GREAT MEETING YOU TOO.

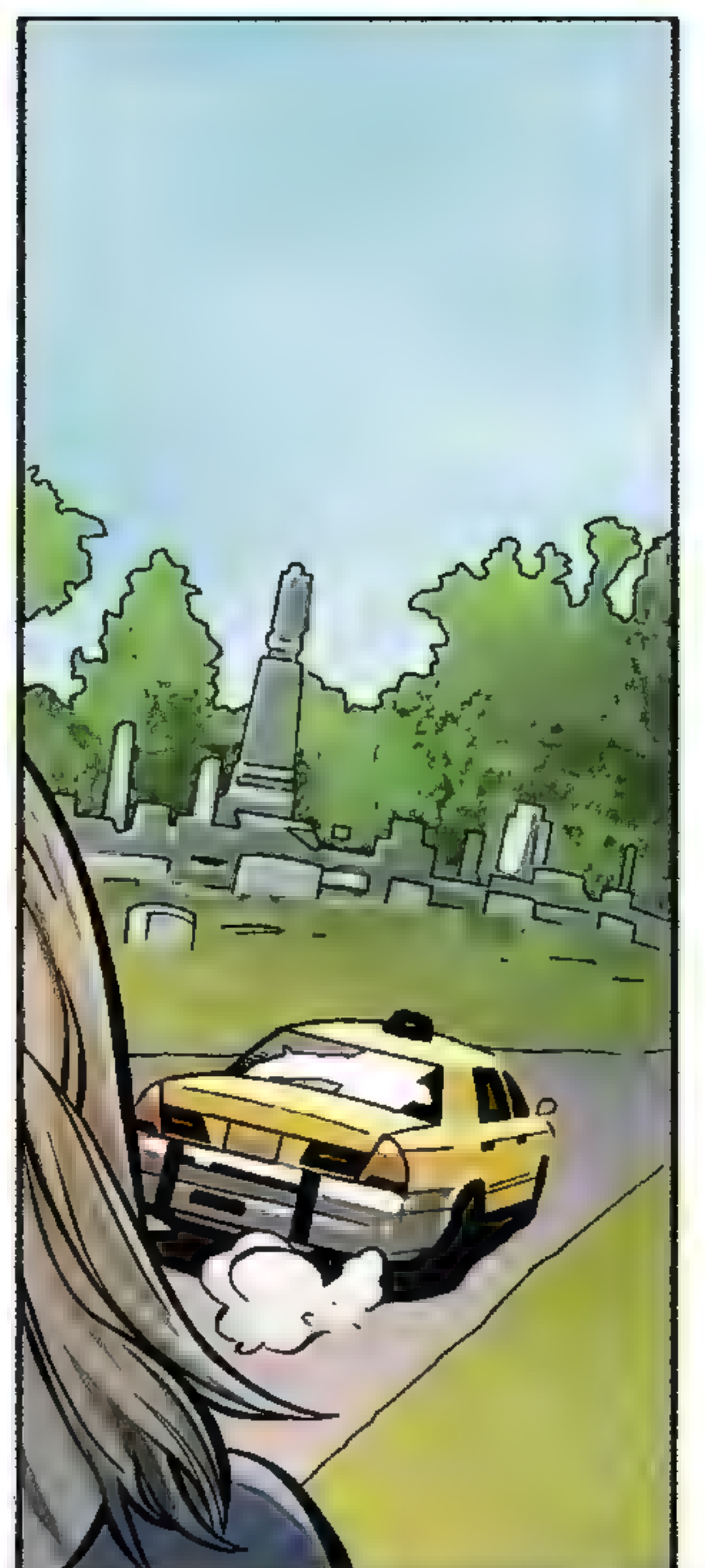
YOU SURE? YOU DON'T SOUND CERTAIN.



MMWAH



I'M POSITIVE.





GEEZ, I
SCREWED UP.
HIS SISTER?



NO WONDER
MY SPIDER-SENSE
WASN'T TINGLING.
HE WASN'T A
THREAT.

HE WAS
MOURNING, LIKE
I WAS. HE'S A
CRIMINAL, BUT
STILL...



WORLD'S
SPINNING. NOT
IN THE BEST OF
SHAPE TO WEB-
SWING AWAY
FROM HERE.



WON'T
DO TO HAVE
SPIDER-MAN SEEN
STAGGERING
AWAY.



WHAT IN THE
WORLD?! IT
CHANGED!

CLEARLY
THERE'S MORE TO
SPIDER-MAN'S NEW
COSTUME THAN
ANYONE KNOWS.

AND I AM
DEFINITELY GOING
TO FIND OUT WHAT
THAT IS. BECAUSE
IT'S A WHOLE NEW
BALL GAME,
SPIDER-MAN.



A WHOLE
NEW GAME.



A full-page comic book illustration of Spider-Man in his black and white 'Stealth' suit. He is shown from a high angle, swinging through a dense urban landscape with tall buildings. His body is arched as he moves, with his right arm extended forward and his left arm back. White webbing is visible trailing behind him. The background is a detailed, colorful depiction of a city street with cars and buildings.

GOD, I HATE SPIDER-MAN.

THAT ARROGANT PUNK. HELL, I WOULD HAVE LEARNED HIS SECRET IDENTITY YEARS AGO IF THAT IDIOT JONAH JAMESON HADN'T INTERVENED AT THE LAST MOMENT.*

NOW HE SWINGS AROUND THE CITY, CLOAKED IN HIS ANONYMITY, DOING WHATEVER HE PLEASES.

IN A COSTUME THAT CANNOT BE OF THIS WORLD. IT CHANGED FROM HIS UNIFORM TO STREET CLOTHES INSTANTLY. I HAVE TO LEARN MORE ABOUT IT.

PLUS HE HAS THAT HOT GIRLFRIEND, THE BLACK CAT. WHAT CAN SHE POSSIBLY SEE IN HIM?

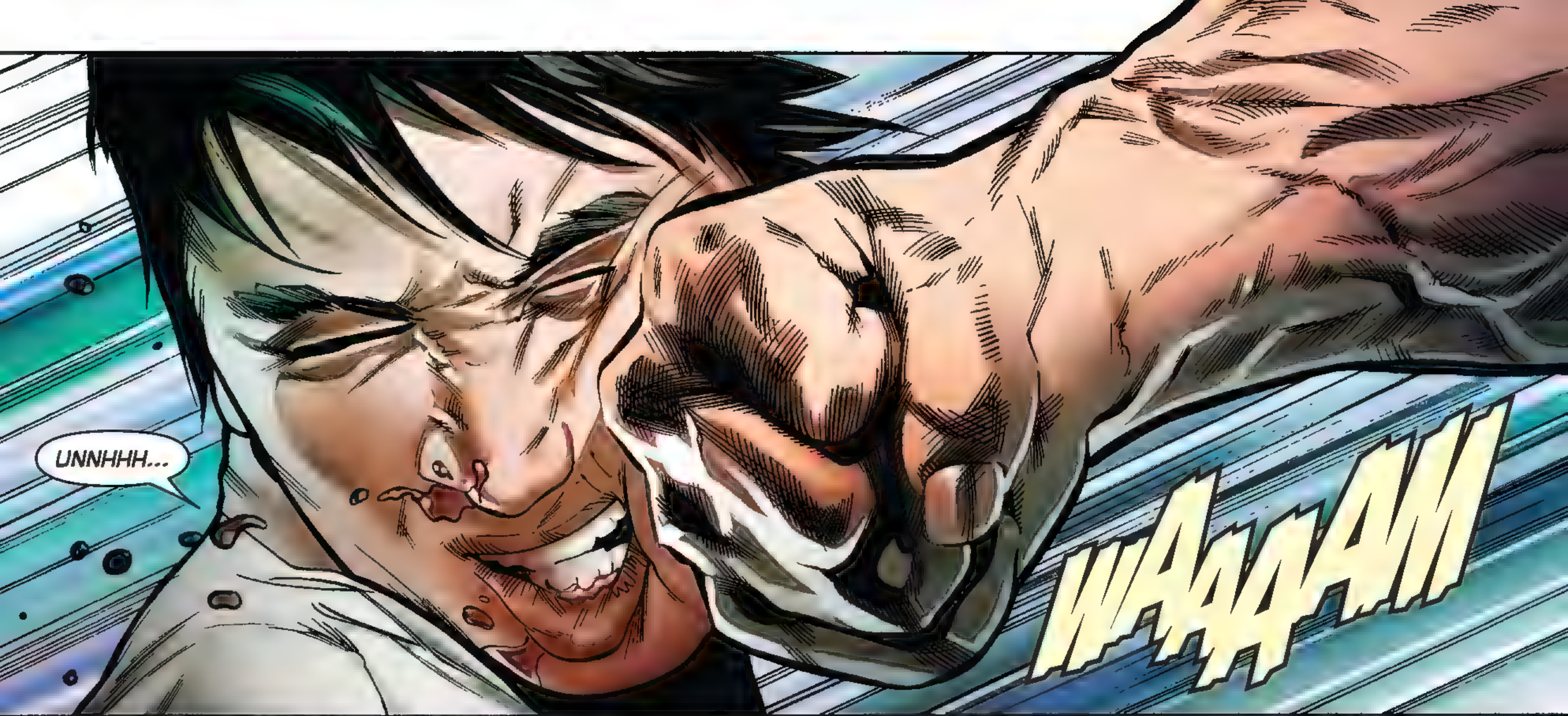
I SHOULD BE THE PREMIER VILLAIN IN THE CITY. IN THE WORLD.

INSTEAD, TIME AFTER TIME, THAT CURSED WEB-SLINGER HAS DEFEATED ME. MANY CONSIDER ME A JOKE.

BUT THAT'S GOING TO CHANGE...

...THANKS TO MY NEW POTENTIAL ALLY.

*CHECK IT OUT WAY BACK IN AMAZING SPIDER-MAN #24!





YOU BROKE HIS NOSE! YOU BROKE HIS **FREAKING** NOSE!

NOT MY FAULT IF HE CAN'T TAKE A PUNCH.

YOU WEREN'T **SUPPOSED** TO PUNCH HIM! NEAR MISSES! ALWAYS NEAR MISSES!

IT WAS A NEAR MISS. I NEARLY MISSED. CAN'T HELP IT THAT I HIT HIM.



OH GOD.

How do I look?



YOU...YOU LOOK GREAT, HONEY.



OH, FOR CRYING OUT LOU--

YOU JUST SHUT DOWN THE MOVIE, YOU MORON! IT'LL TAKE WEEKS FOR HIM TO RECOVER, GET HIS FACE FIXED...

I DON'T CARE IF YOU ARE THE BEST STUNTMAN IN THE BUSINESS! YOU'RE OUT!



YOU CAN'T FIRE ME!

PRETTY SURE I CAN.

GET HIM OFF MY SET! NOW!



COME ON, JENNINGS! YOU'RE GONE!

YEAH?



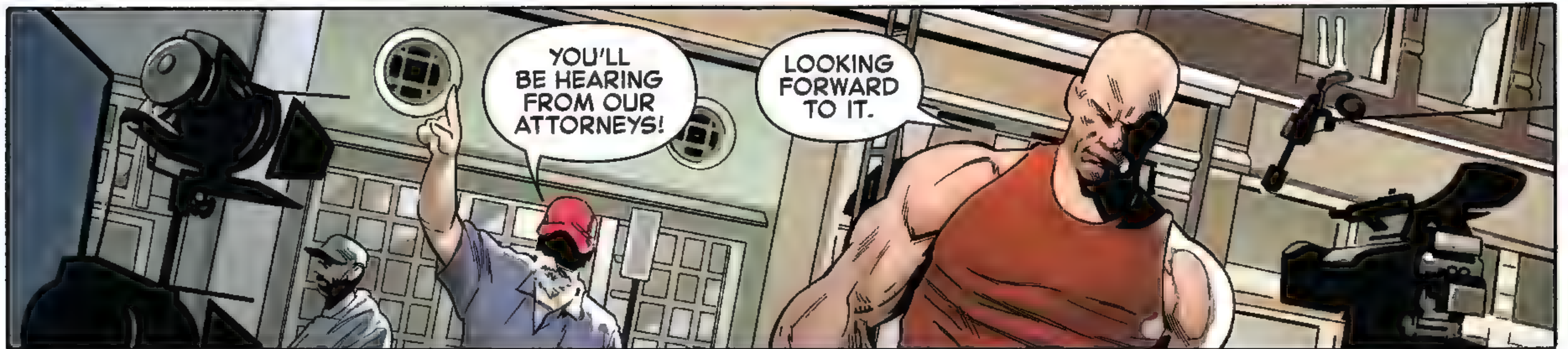
OOOOOF!

UGHHHHH!



YOU WANT ME GONE? FINE! I'M GONE!

I'LL GET MY STUFF FROM MY TRAILER AND THEN I'M OUTTA HERE!

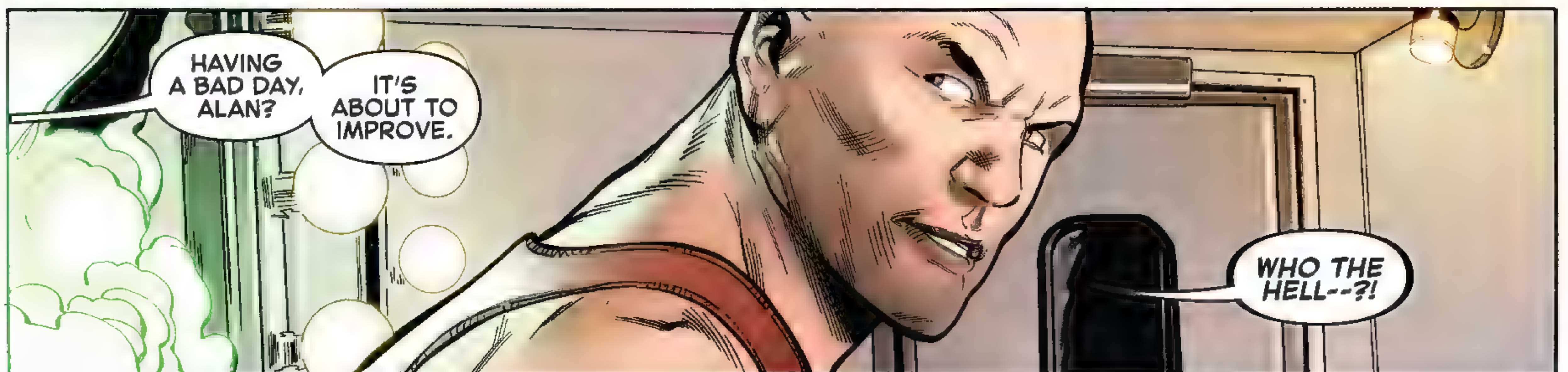
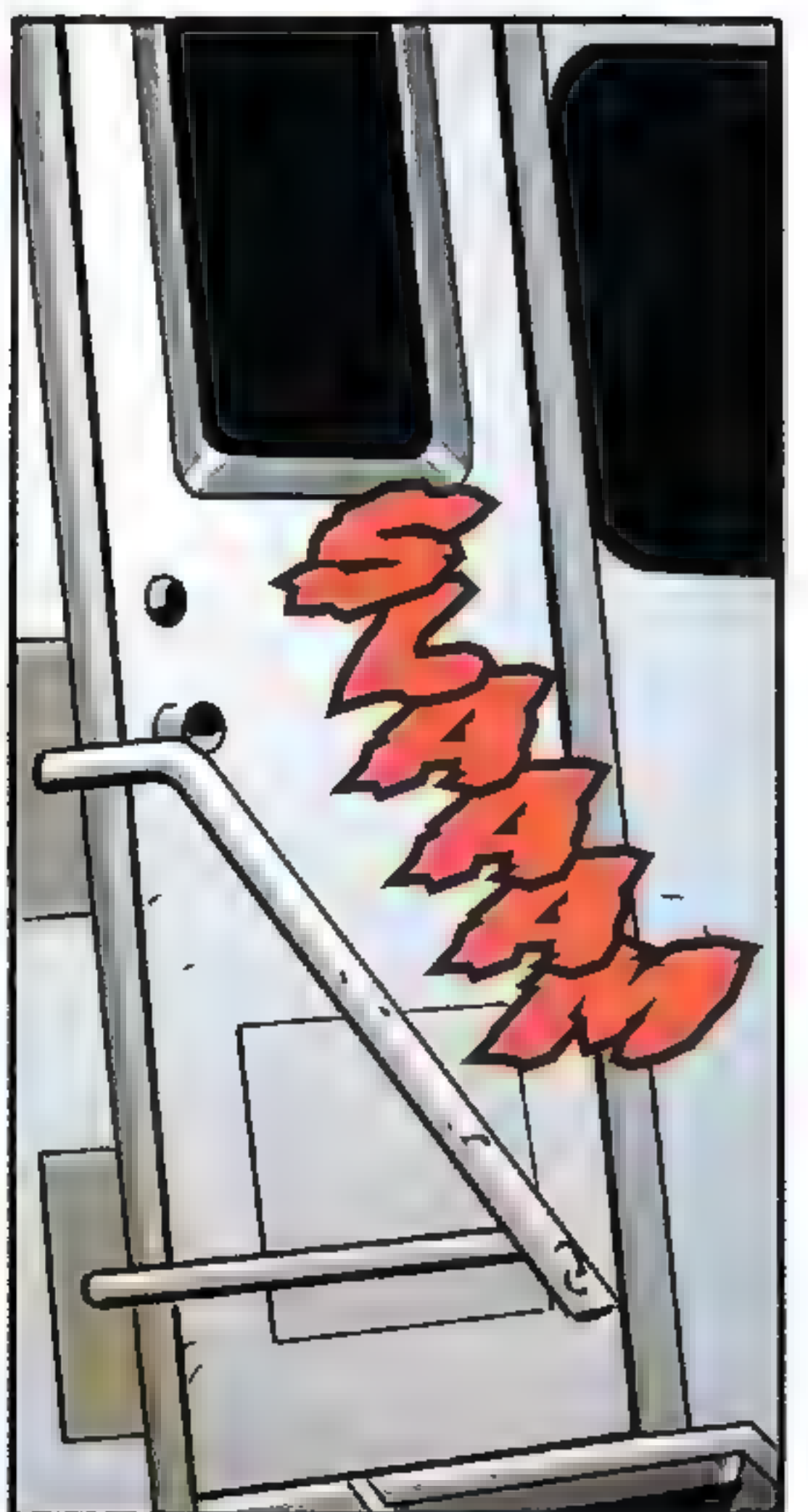


YOU'LL BE HEARING FROM OUR ATTORNEYS!

LOOKING FORWARD TO IT.



SONS OF--



HAVING A BAD DAY, ALAN?

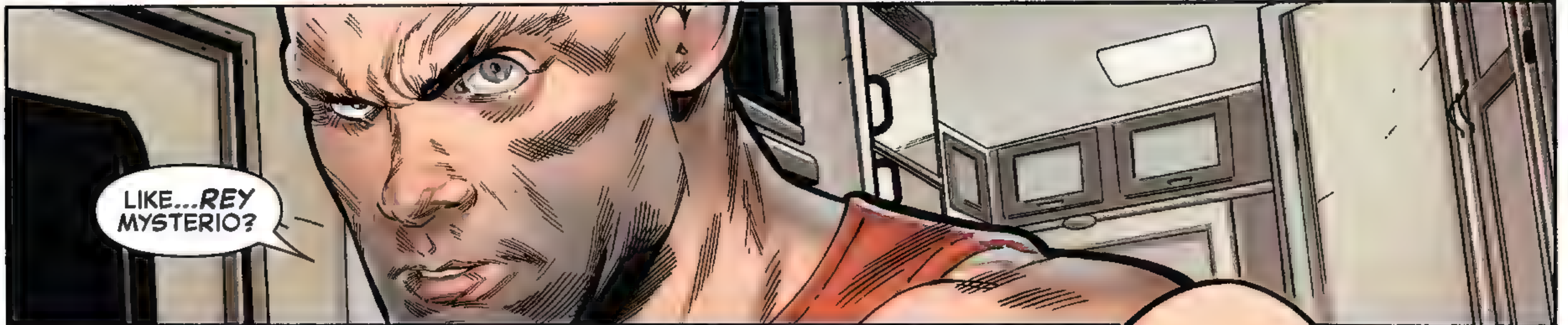
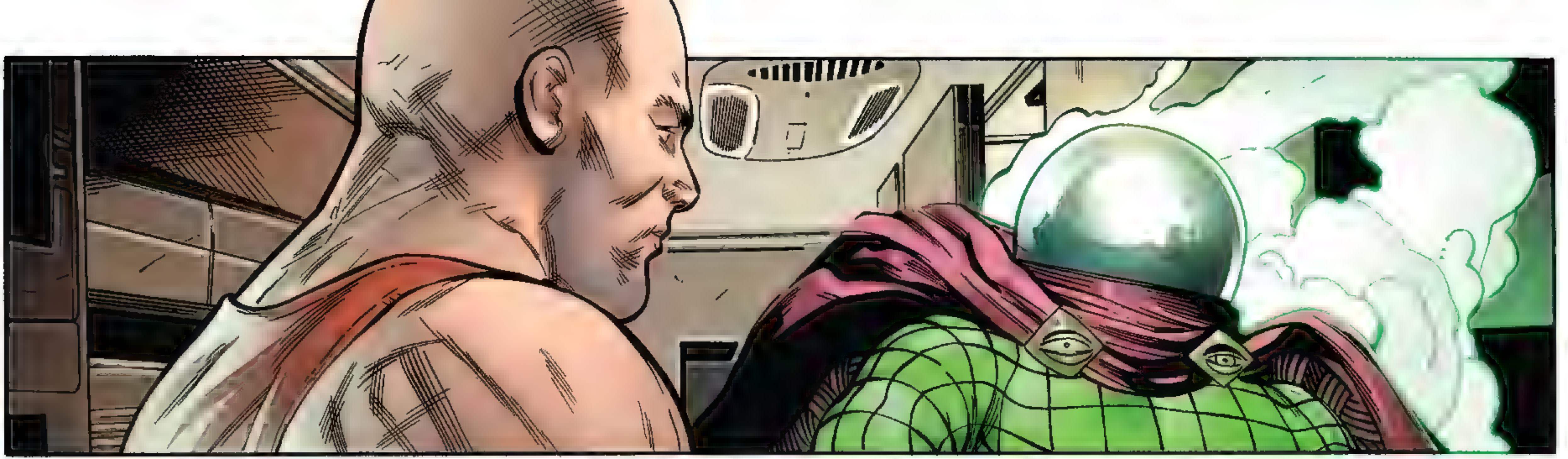
IT'S ABOUT TO IMPROVE.

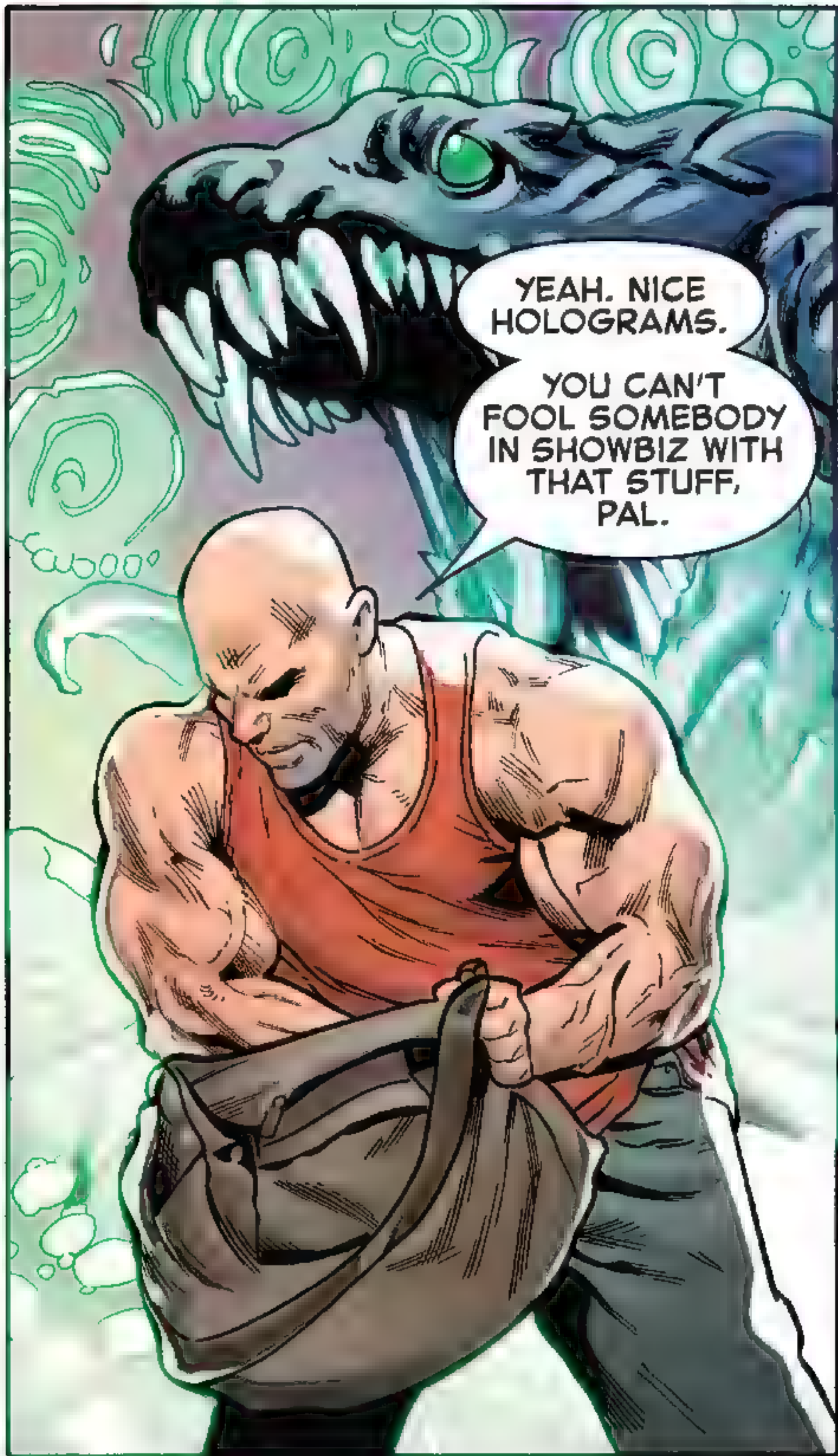
WHO THE HELL--?!

I AM...

MYSTERO!!!

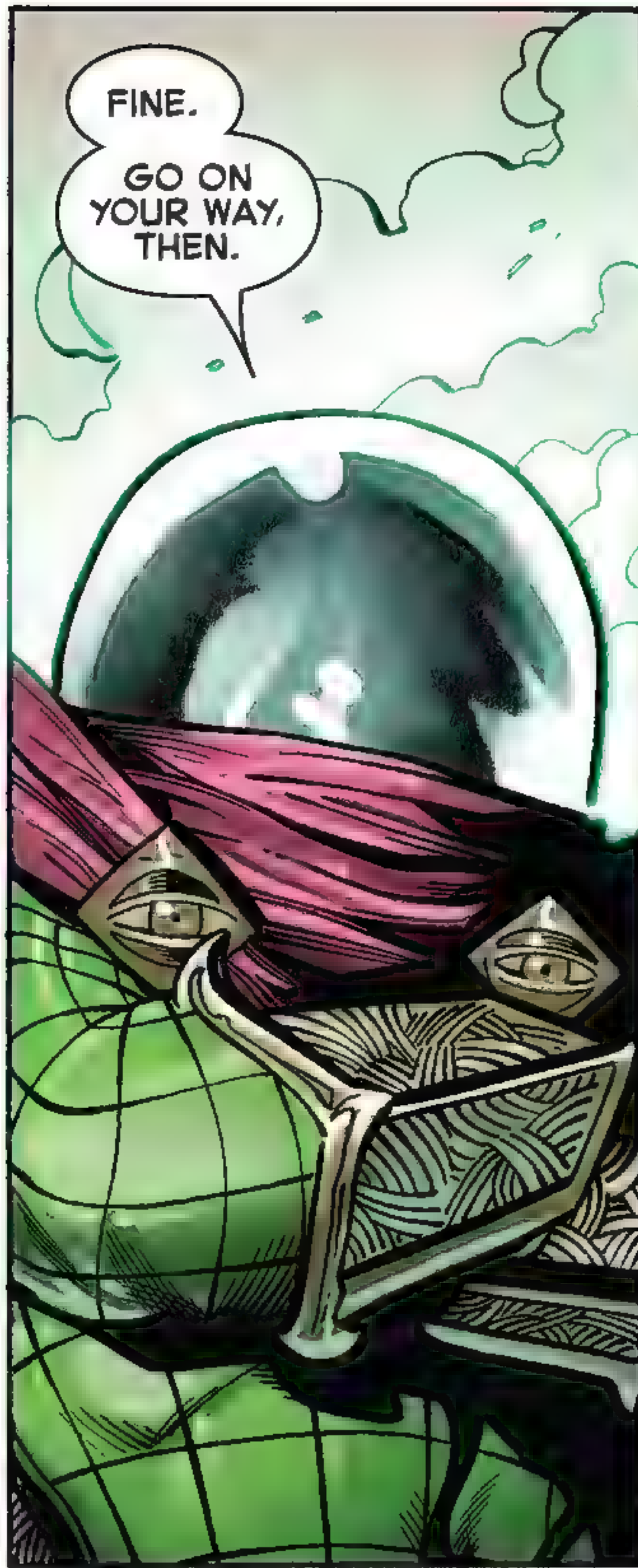






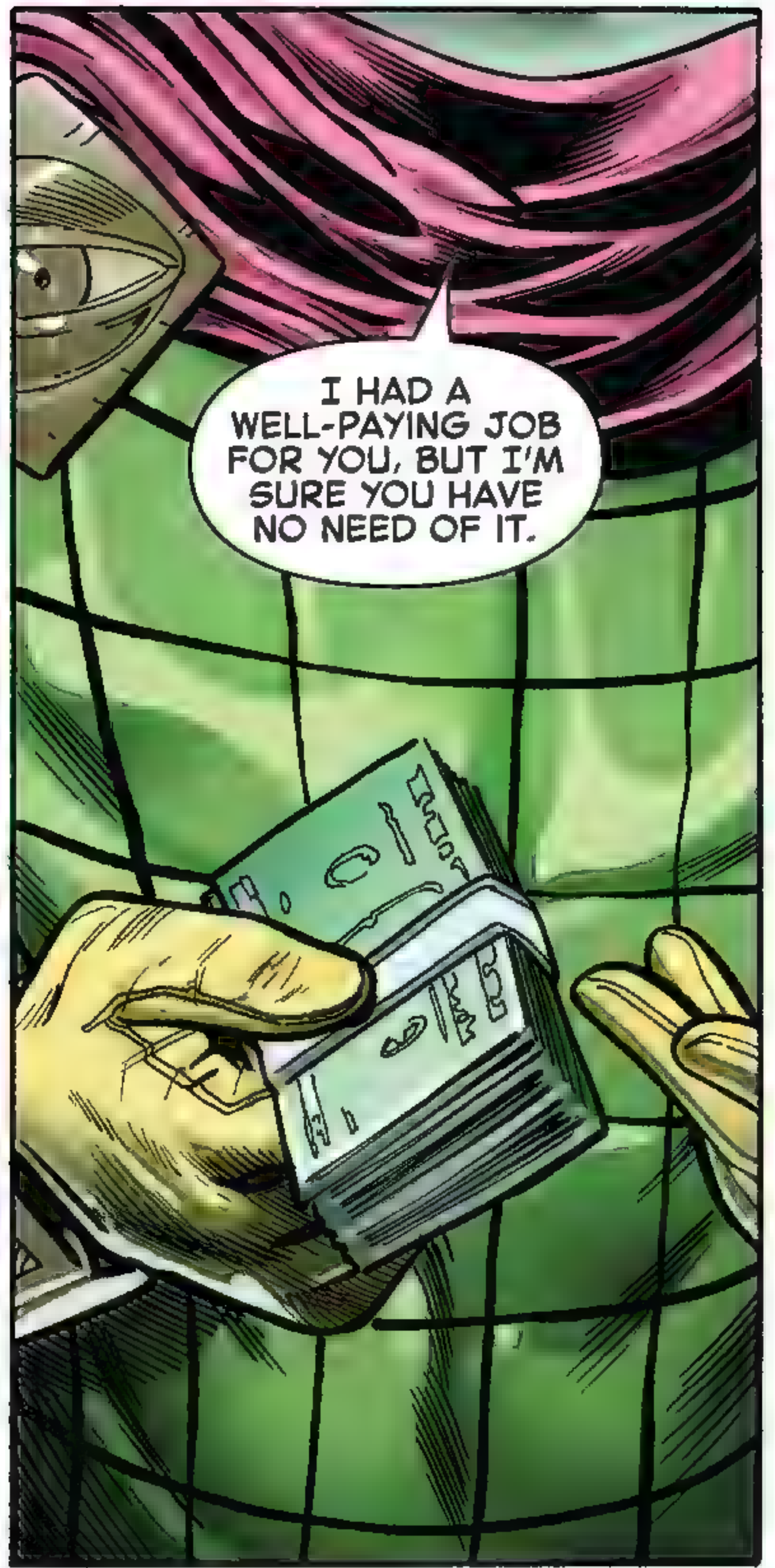
YEAH. NICE HOLOGRAMS.

YOU CAN'T FOOL SOMEBODY IN SHOWBIZ WITH THAT STUFF, PAL.



FINE.

GO ON YOUR WAY, THEN.



I HAD A WELL-PAYING JOB FOR YOU, BUT I'M SURE YOU HAVE NO NEED OF IT.



YOU BURIED THE LEAD, PAL.

OR IS THAT A HOLOGRAM TOO?



OH, NO. IT'S QUITE LEGITIMATE.

YOU SEE THAT IT'S REAL. SEE IT. TOUCH.

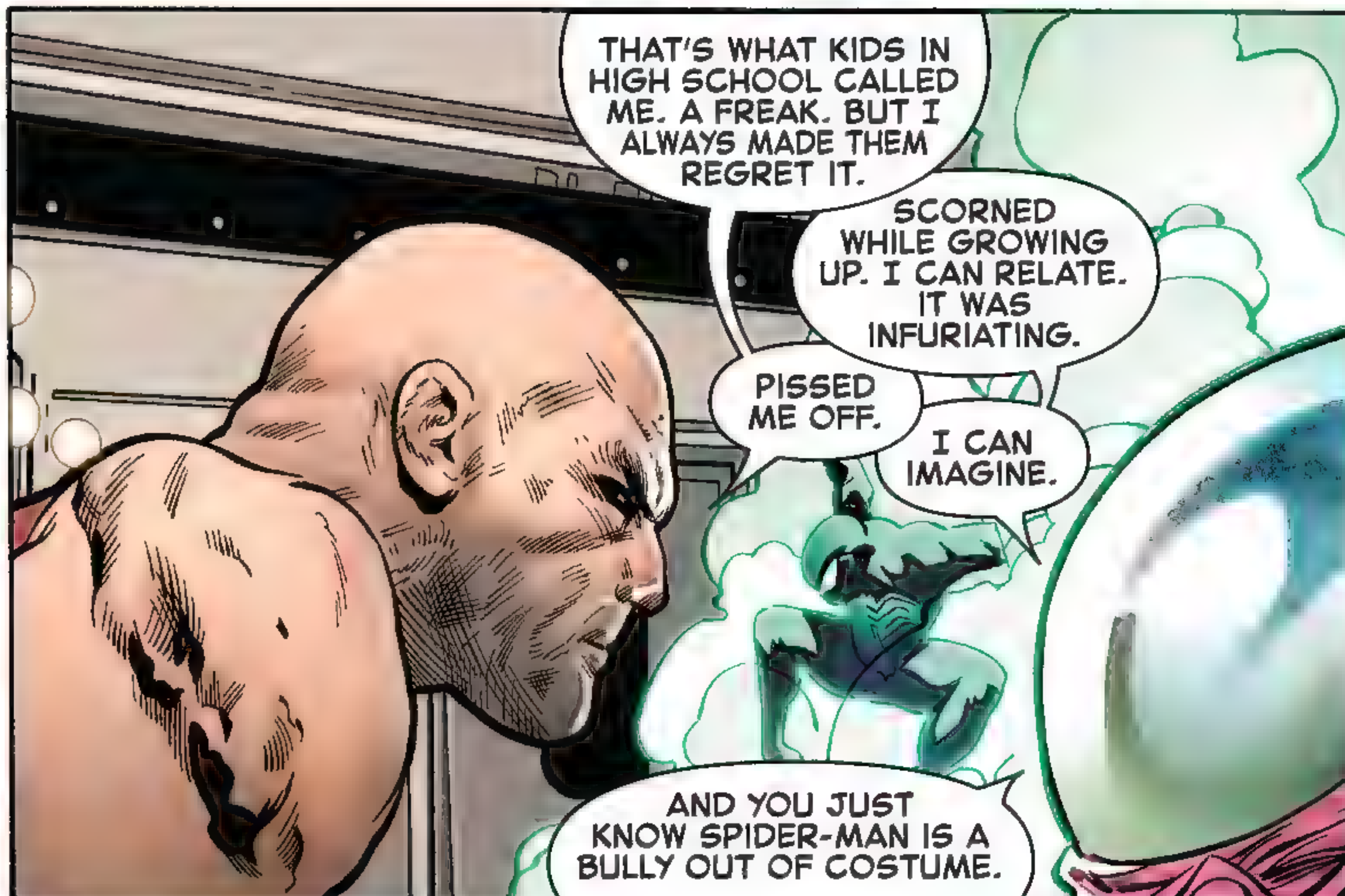
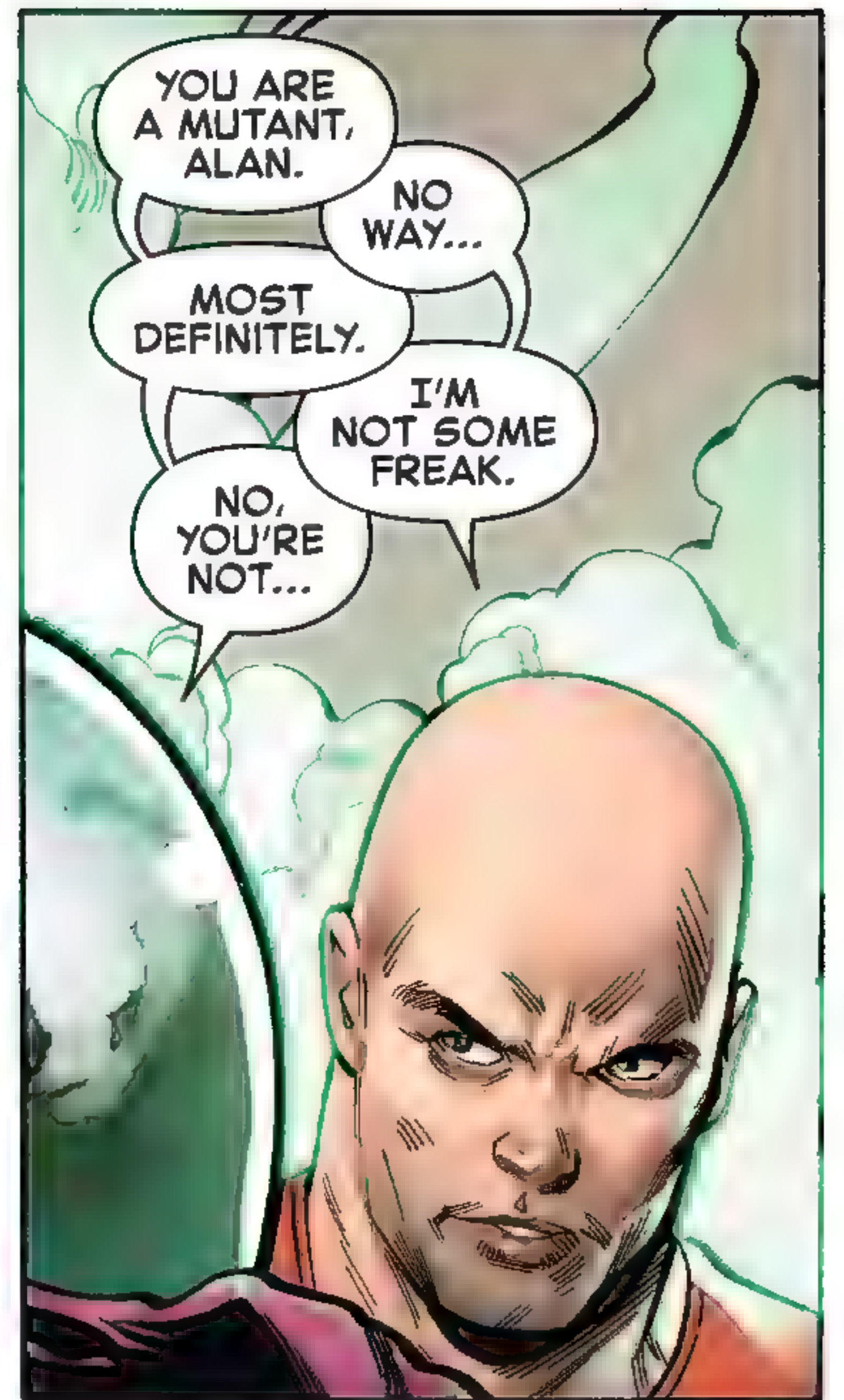
YUP.



NOW EARN IT.

CUTE. REAL CUTE.

WHAT'S THE DEAL?





MAN, NEVER
THOUGHT I'D SEE
THE CITY THIS
QUIET.

BEEN TOODLING
AROUND FOR TWO
HOURS, AND ALL I DID
WAS RESCUE A CAT
FROM A TREE.

WHY NOT
A FALLING
HELICOPTER? OR
A ROBBERY?

I HATE IT
WHEN NOTHING
BAD IS
HAPPENING...

YEAH. I
REALLY GOTTA
START SEEING
A SHRINK.

JUST STAY
CALM, MR. PARKER.
REMEMBER THAT YOUR
OWN LIFE HAS ENOUGH
PROBLEMS TO KEEP
YOU HAPPY.

AUNT MAY
STILL ISN'T
SPEAKING TO
ME BECAUSE I
DROPPED OUT
OF COLLEGE.

AND THE
BLACK CAT IS
KEEPING SOMETHING
FROM ME, I JUST
KNOW IT.

BUT HEY,
AT LEAST YOU'VE
GOT THE COOLEST
COSTUME AROUND,
FROM AN ALIEN
WORLD, SO THAT'S
A PLU--

UH-OH.

GREEN
SMOKE?

MYSTERIO.

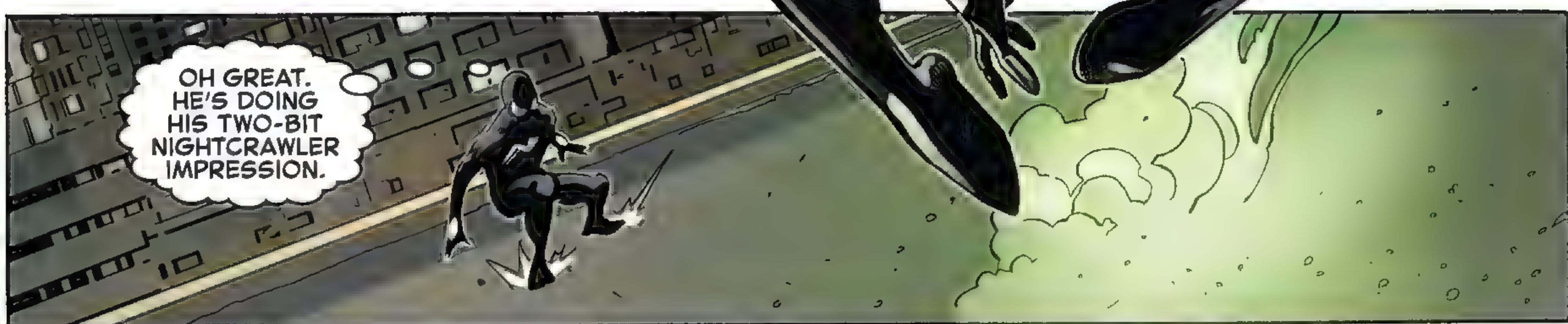
WELL, THAT'S
WHAT HAPPENS
WHEN YOU REGRET
THINGS BEING
PEACEFUL.



MYSTERIO!
WE NEED TO
TALK!

I CAN
ASSURE YOU,
SPIDER-MAN, THERE
IS NOTHING I
WISH TO DISCUSS
WITH YOU.

AND AGAIN
MY SPIDER-SENSE
ISN'T TINGLING,
JUST LIKE IN THAT
WAREHOUSE.



OH GREAT.
HE'S DOING
HIS TWO-BIT
NIGHTCRAWLER
IMPRESSION.



THIS
GRAVEL...IT'S
NOT DISTURBED
AT ALL.

IT WOULD AT
LEAST HAVE HIS
FOOTPRINTS...



HE WASN'T
HERE. IT WAS AN
ILLUSION. THAT'S
WHY MY SPIDER-
SENSE WASN'T
TRIGGERED.



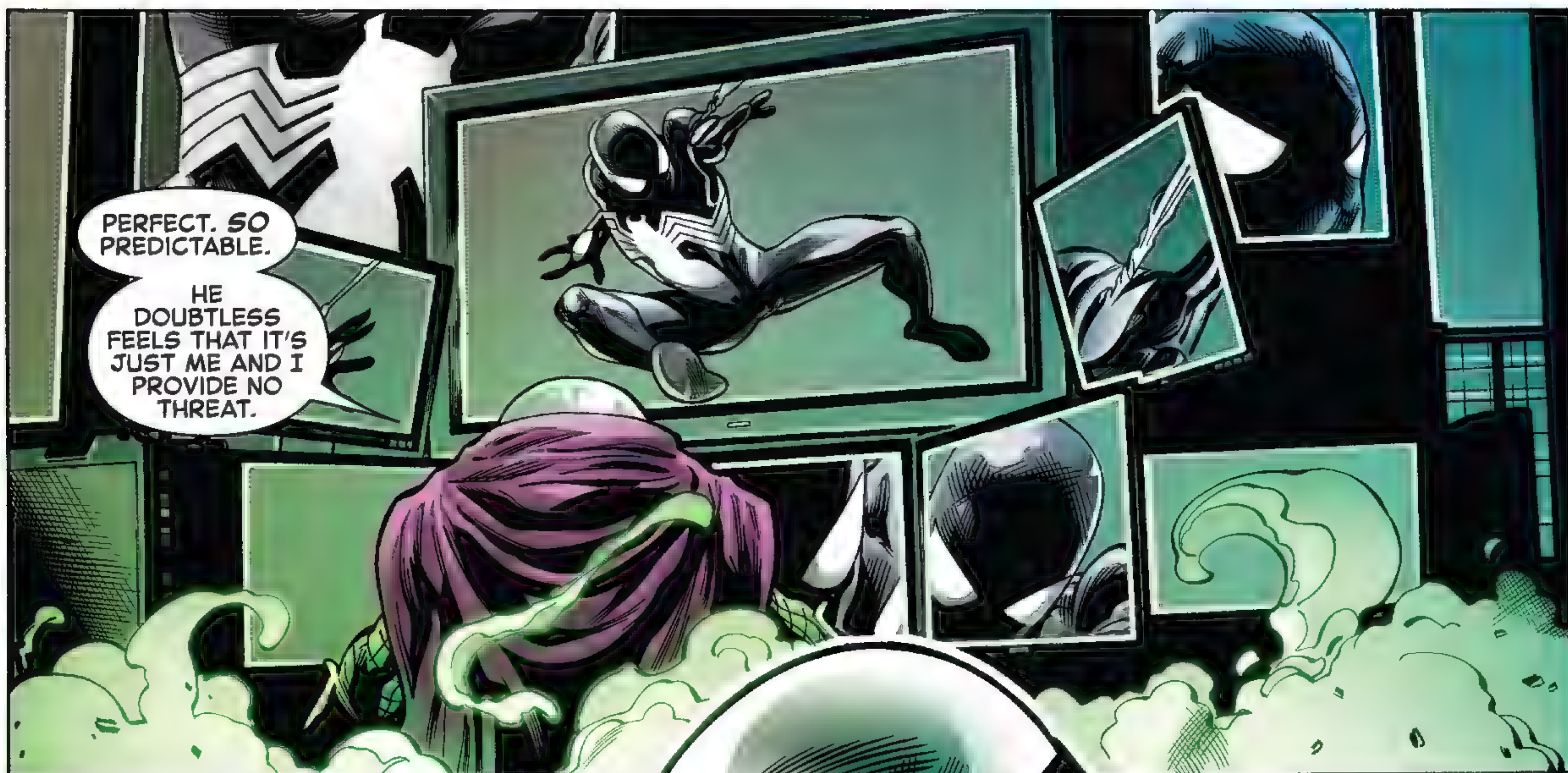
YOU'RE
GETTING SLOW,
SPIDER-MAN.

I SHOULDN'T
NORMALLY HAVE
TO WAIT FOR YOU
TO CATCH UP.



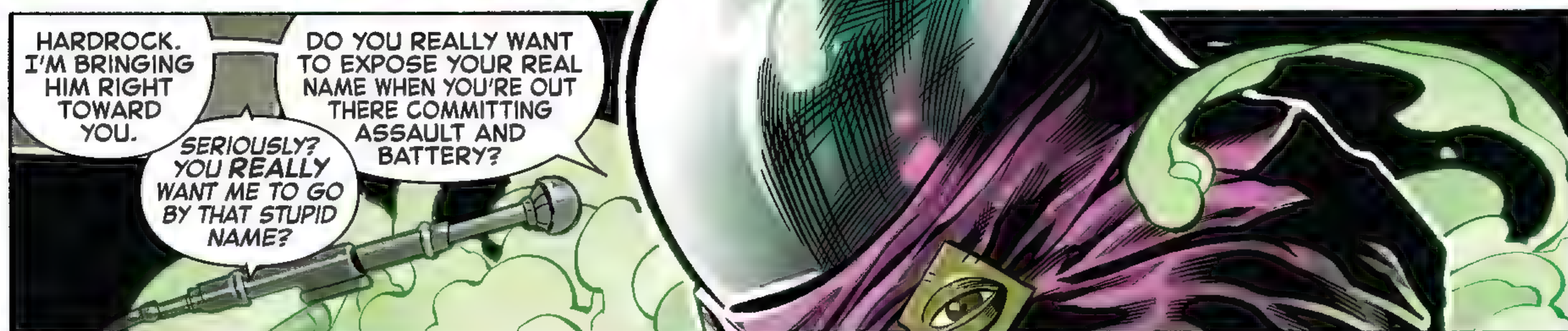
IT'S A TRAP.
OBVIOUSLY
IT'S A TRAP.

BUT WHAT
THE HELL.
LET'S SEE IT
THROUGH.



PERFECT. SO PREDICTABLE.

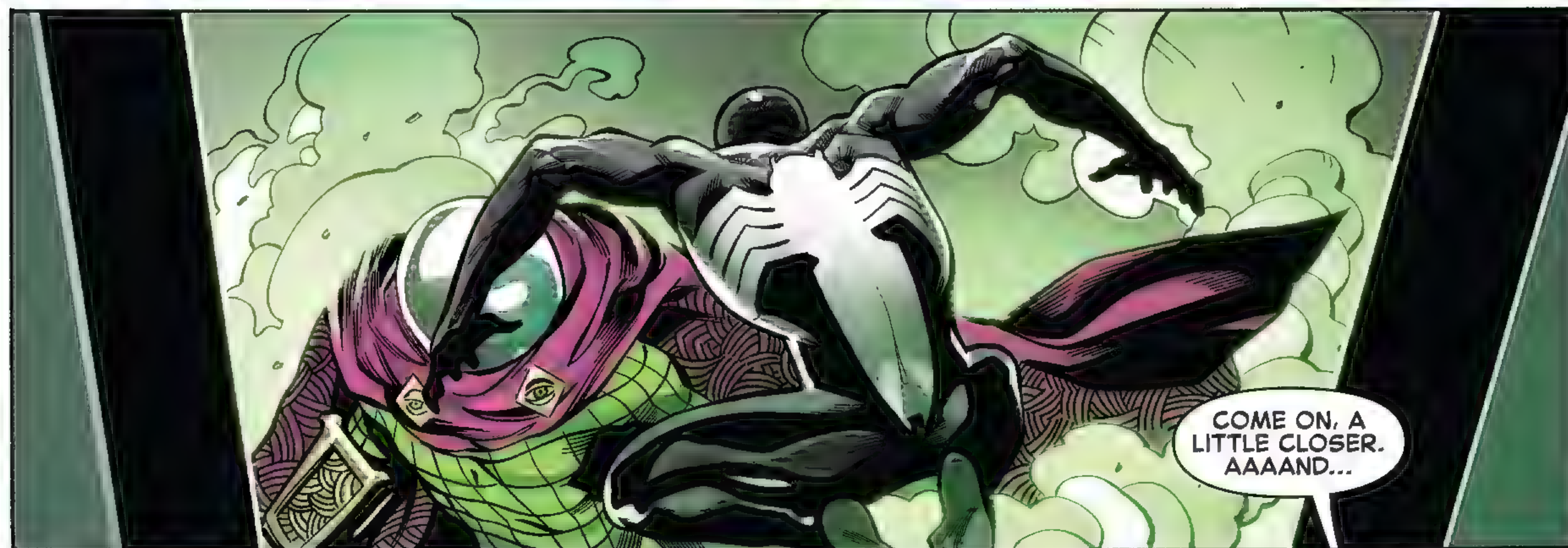
HE DOUBTLESS FEELS THAT IT'S JUST ME AND I PROVIDE NO THREAT.



HARDROCK. I'M BRINGING HIM RIGHT TOWARD YOU.

DO YOU REALLY WANT TO EXPOSE YOUR REAL NAME WHEN YOU'RE OUT THERE COMMITTING ASSAULT AND BATTERY?

SERIOUSLY? YOU REALLY WANT ME TO GO BY THAT STUPID NAME?



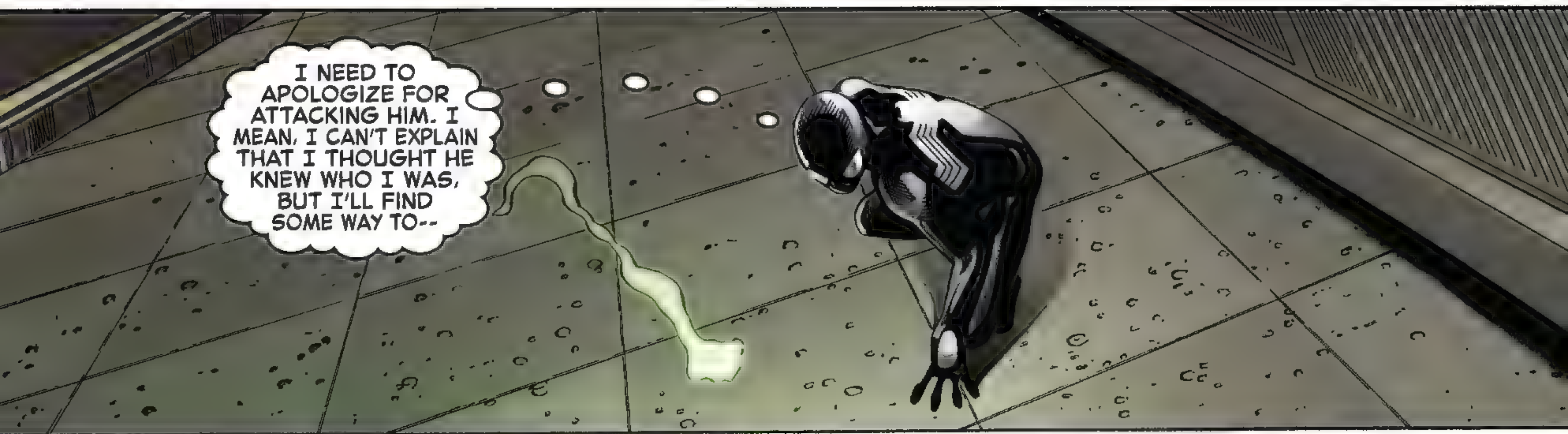
COME ON. A LITTLE CLOSER. AAAAND...



...YES!



HE MUST BE GOING OUT OF HIS MIND WITH FURY!



I NEED TO
APOLOGIZE FOR
ATTACKING HIM. I
MEAN, I CAN'T EXPLAIN
THAT I THOUGHT HE
KNEW WHO I WAS,
BUT I'LL FIND
SOME WAY TO--



YUP. THERE
HE IS AGAIN.
MAYBE I SHOULD
JUST BAG
THI--



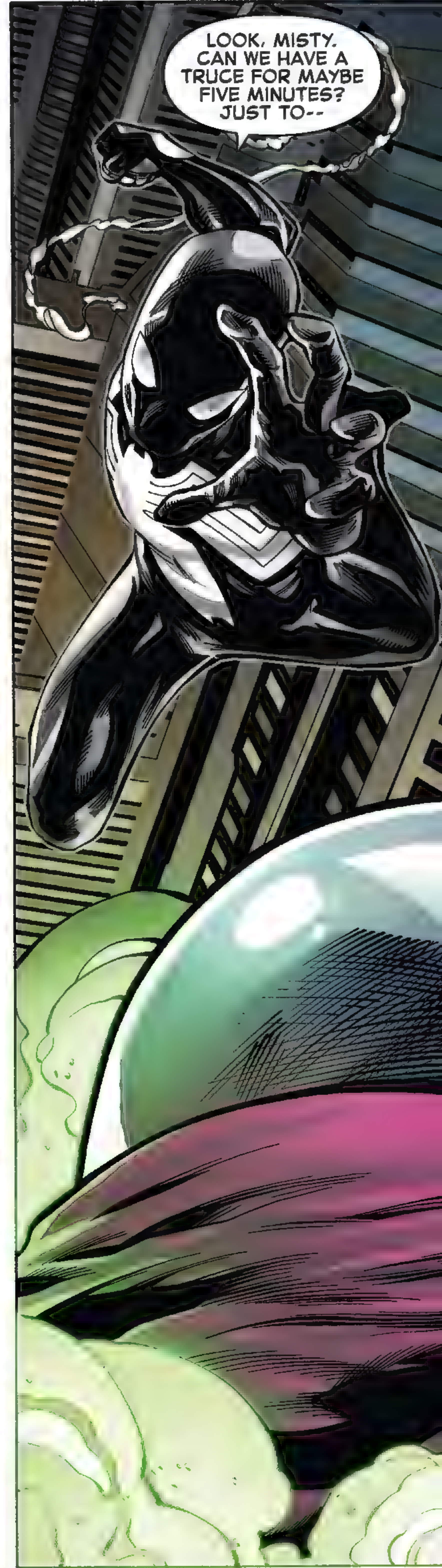
WHOA!
SOMETHING
TRIGGERED MY
SPIDER-SENSE,
BIG TIME!



SO THIS IS
IT, THEN. MAYBE
HE FIGURES I'LL
ASSUME IT'S
JUST ANOTHER
ILLUSION.

BUT HE'S
NEVER BEEN
MUCH FOR
HAND-TO-HAND
COMBAT. IF I
COME IN HARD,
FAST...

NO,
DAMMIT!
I'VE GOTTA
FIND A WAY TO
EXPLAIN ABOUT
THE OTHER
NIGHT.



LOOK, MISTY.
CAN WE HAVE A
TRUCE FOR MAYBE
FIVE MINUTES?
JUST TO--





WELL, I'LL
TAKE IT A LITTLE
PERSONALLY.

WAAAAAM

ARRRRHHH!!!

THAT WAS
LIKE HITTING A
BRICK WALL! OR
COLOSSUS!

NEED A
MOMENT TO
FALL BACK.
TO--



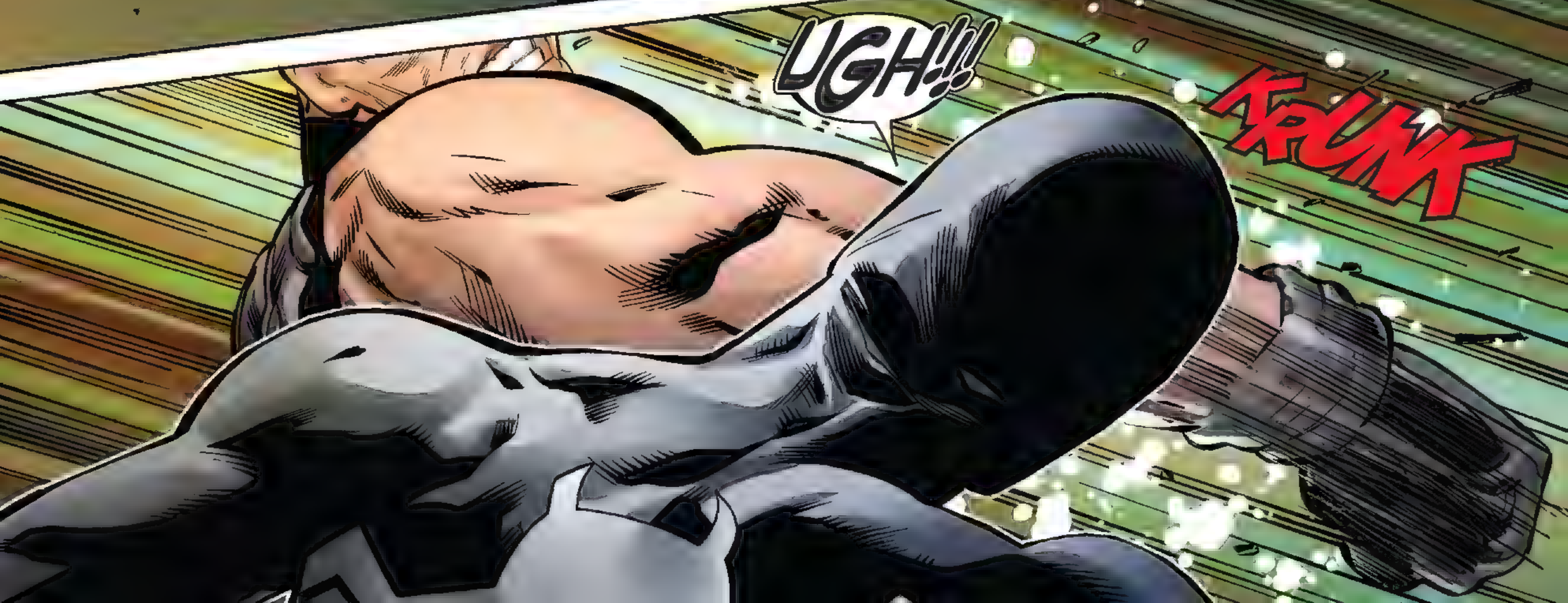
HAVING PROBLEMS, WALL-CRAWLER?

KRACK



I HEARD YOU WERE TOUGH. I HEARD YOU WERE THE BEST THERE IS.

ACTUALLY, THAT'S WOLVER--



UGH!!!

KRUNK





SO THIS WAS
THE AMAZING
SPIDER-MAN. NOT
SO AMAZING, AS
IT TURNS OUT.



STILL,
I GUESS
IT DOESN'T
MATTER WHO
HE IS.



A BULLET
TO THE BRAIN
SHOULD BE
ALL I NEED.

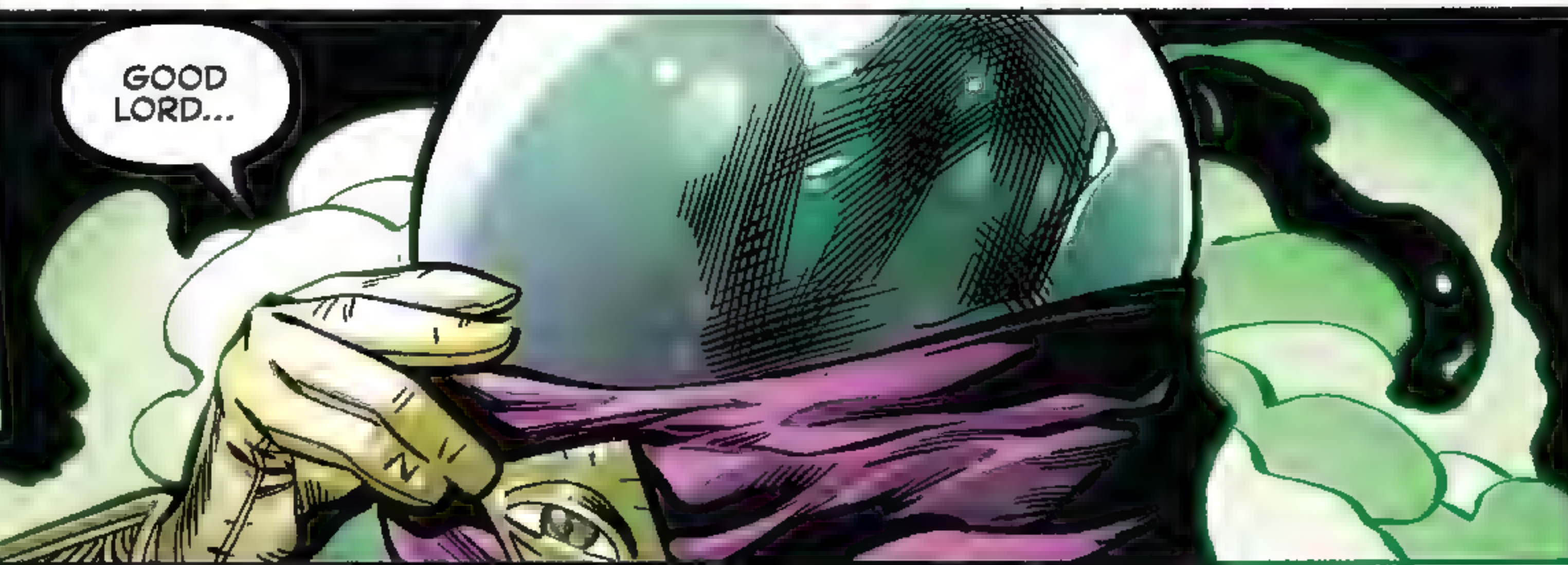
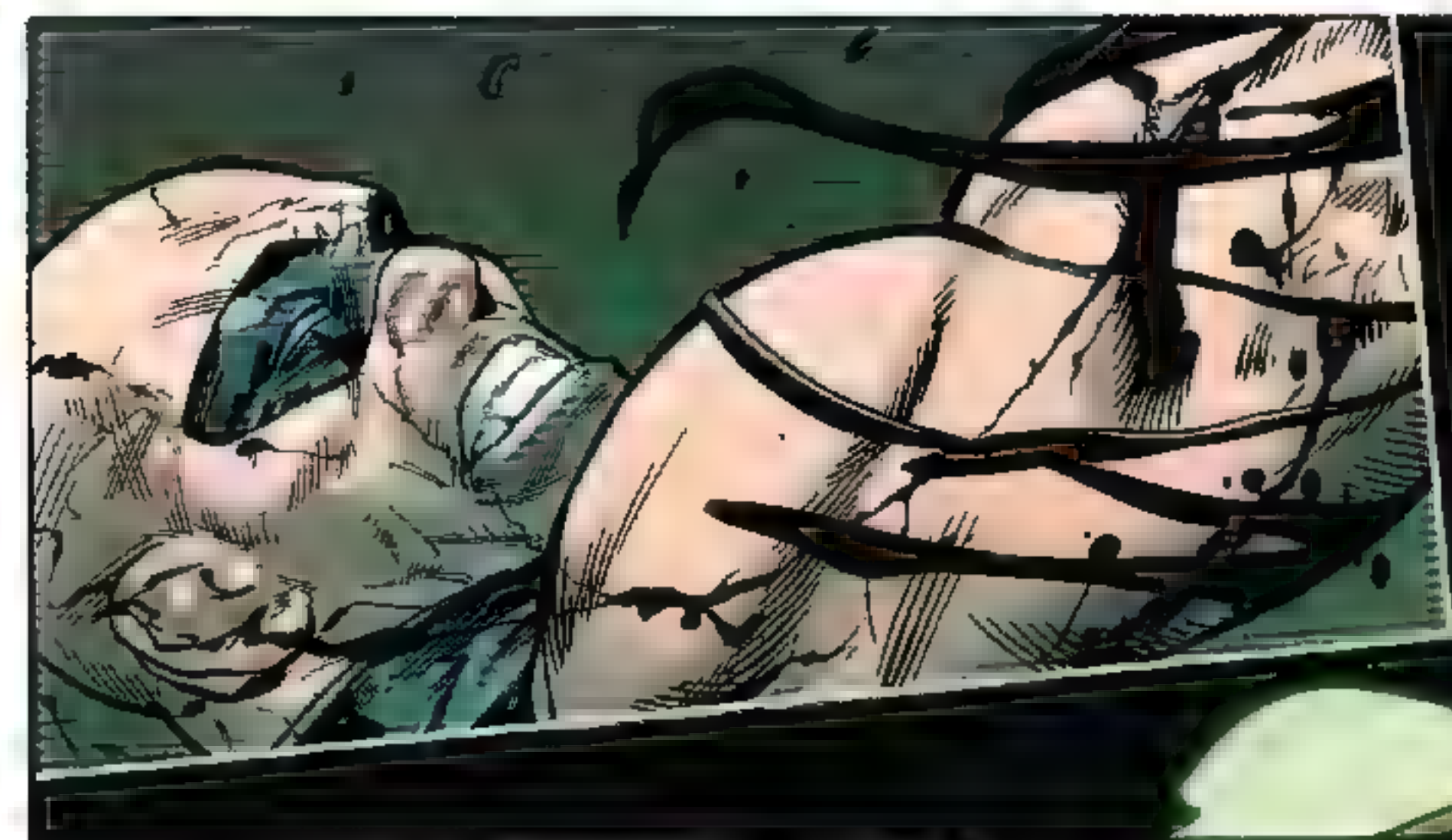


WHAT THE
HELL--?!

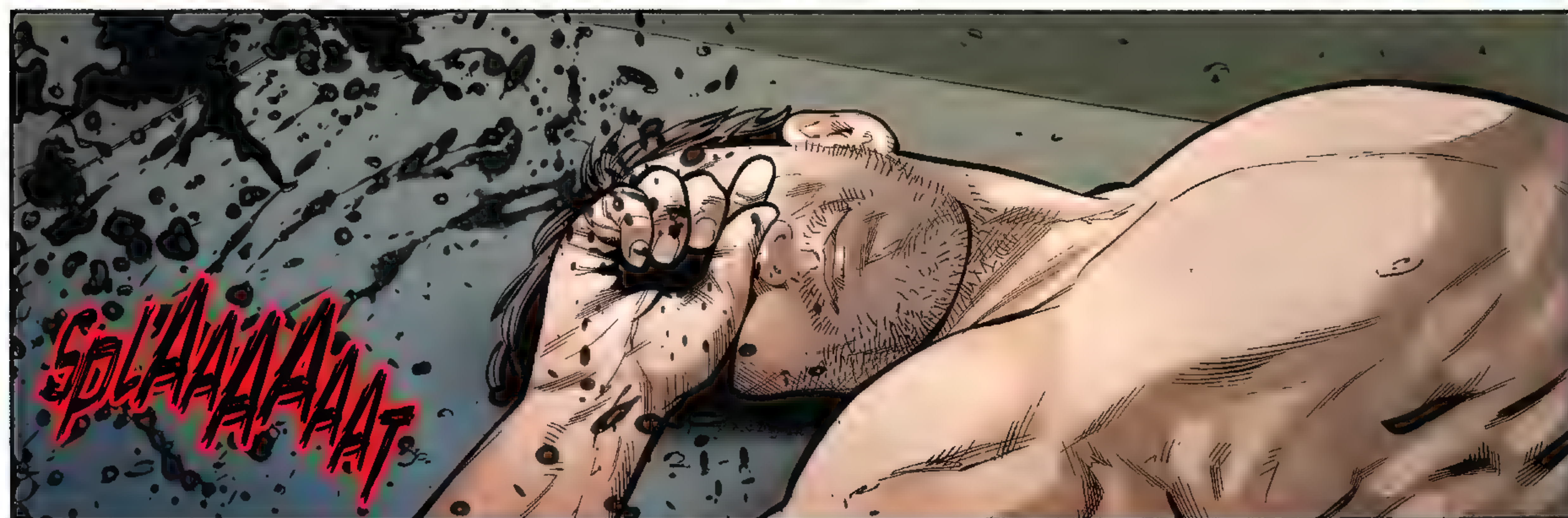
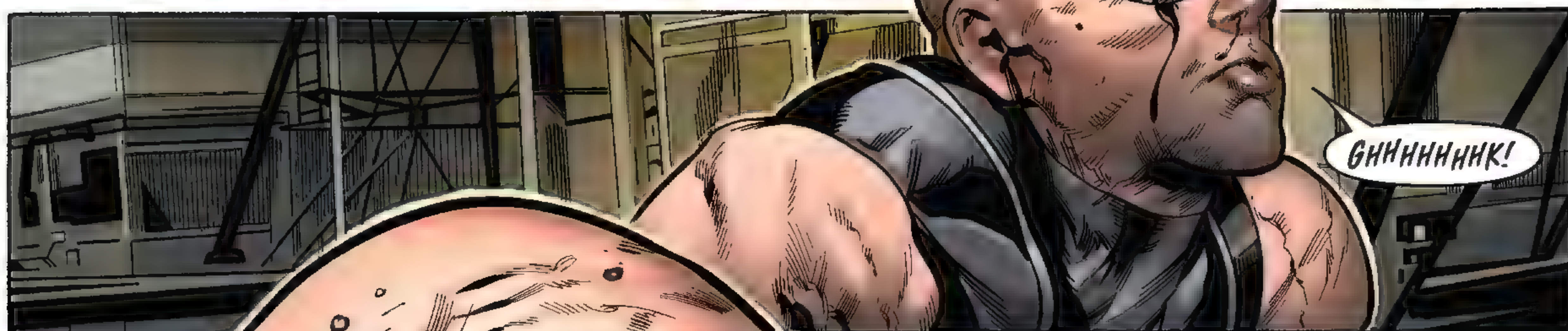


WHAT IS
THIS?! WHAT'S
HAPPENING?!

MYSTERIO!!!



GOOD
LORD...





WITH MY WAREHOUSE IN RUINS, I NEEDED A HEADQUARTERS. AND I KNOW NOBODY HAS AS MANY CAMERAS KEEPING WATCH AROUND THE CITY AS THE KINGPIN.

BUT MY GOD, I'D GIVE ANYTHING NEVER TO HAVE SEEN THAT.

HUNH...
HUNH...
HUNH...

WHAT...
THE HELL...
WAS THAT
THING...?

QUENTIN?
QUENTIN
BECK?

JOHNNY
OHNN? WHAT
ARE YOU DOING
HERE?

JUST
GRABBING A
SMOKE. I...YOU
KNOW I WORK
FOR MR. FISK.
YOU...

YOU
SHOULDN'T
BE HERE. I
SHOULD TELL
HIM YOU'RE--

PLEASE
DON'T.

MR. FISK
TREASURES HIS
PRIVACY, QUENTIN.
I CAN'T JUST--

BUT HE TREASURES
POWER ABOVE EVERYTHING.
AND I'VE SEEN SOMETHING,
JONATHAN. SOMETHING THAT
COULD PROVIDE HIM
INCREDIBLE POWER.

AND
WITH YOUR
HELP, I CAN
CAPTURE
IT.

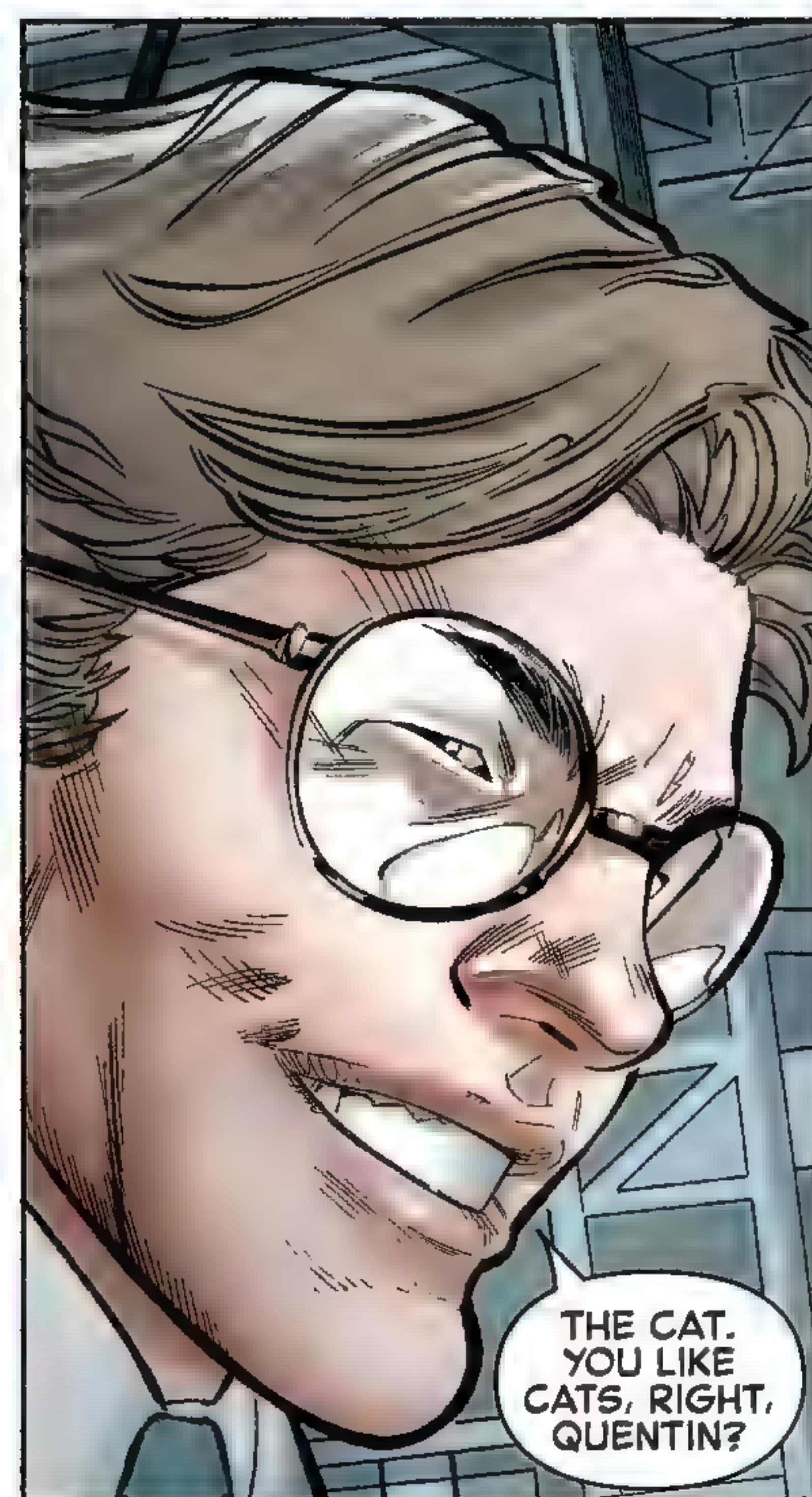
TELL ME
MORE.





*CHECK IT OUT IN
PETER PARKER,
THE SPECTACULAR
SPIDER-MAN #97!





ONE
SIDE! COMING
THROUGH!

MOVE YOUR
LITTER!!!

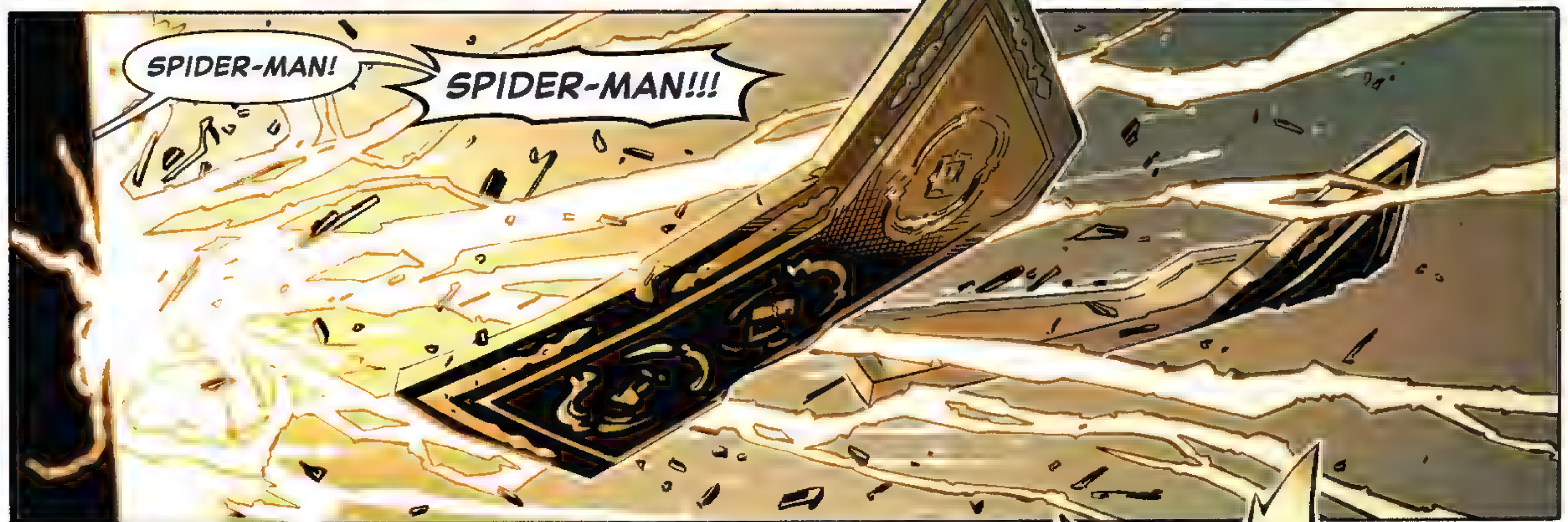
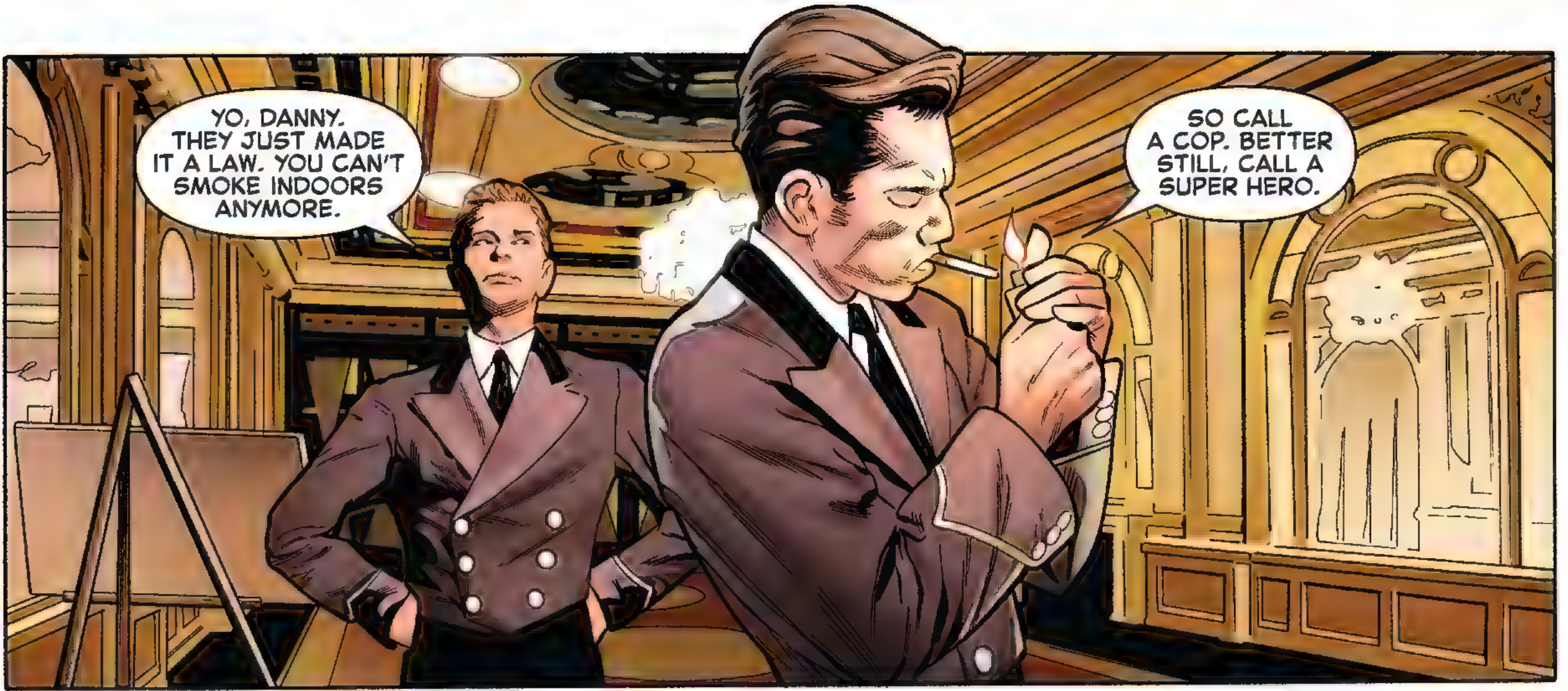


IS...IS
THIS IN THE
SHOW?

WE'RE SHAKING
IT UP A LITTLE.
WITH DISNEY ROLLING
IN, **EVERYBODY'S**
TRYING NEW STUFF
TO KEEP THINGS
FRESH.

YOU'VE
RUINED MY
PLANS FOR THE
LAST TIME,
WALL-CRAWLER!

THIS ENDS
NOW!







BEAUTIFUL.

THAT SHOULD
TAKE CARE OF THAT.
HOPEFULLY THEY CAN
FIND A WAY TO KEEP
ELECTRO BOTTLED UP
THIS TIME...

HEY,
SPIDER. SILENTLY
NARRATING?

I PREFER
TO CALL IT
"THINKING."

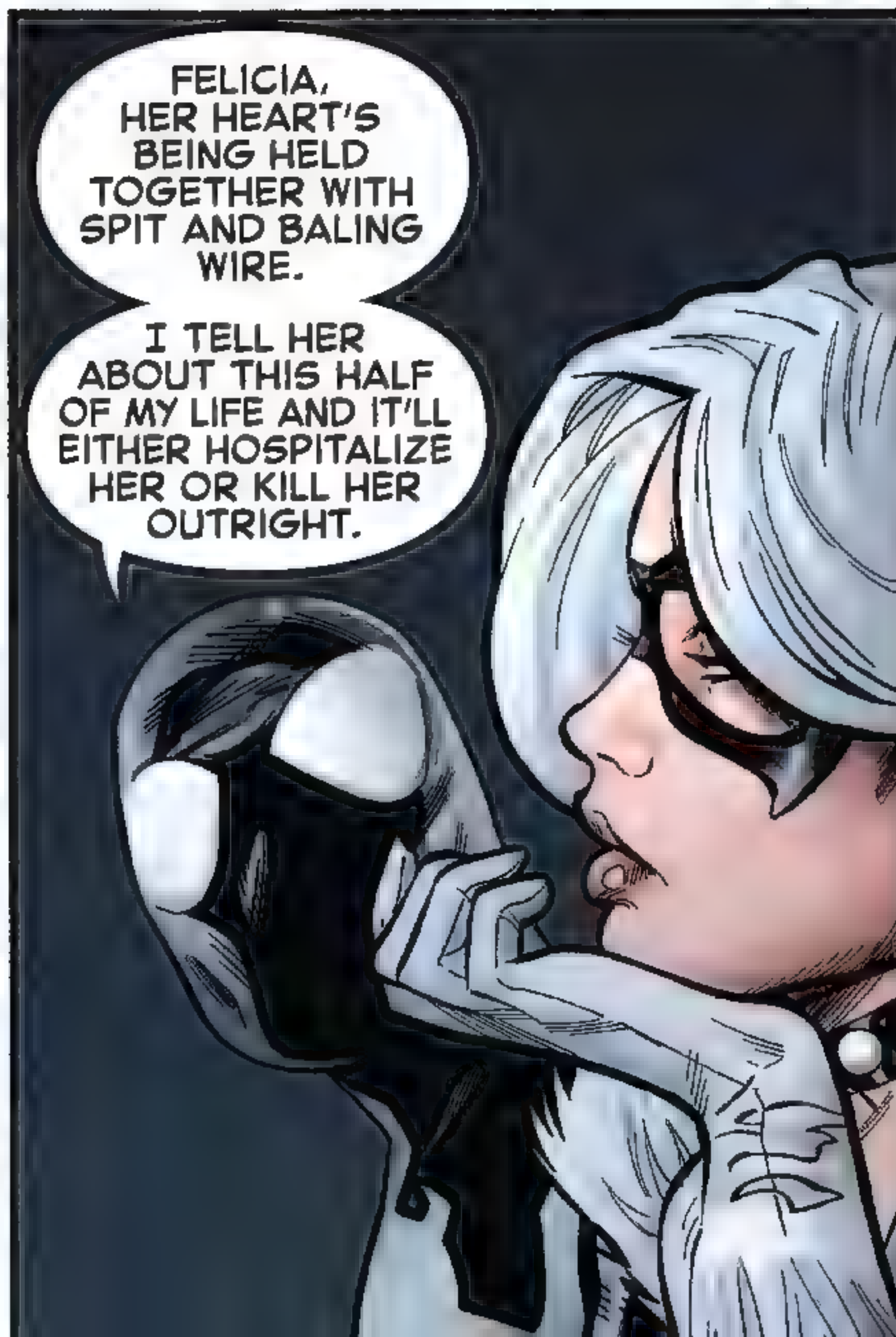
WHATEVER.



YOU KNOW,
YOU SHOULD
TELL YOUR
AUNT WHO
YOU ARE.

HUH?
WHAT? WAIT,
WHAT?

I THINK
SHE MIGHT
TAKE IT PRETTY
WELL.



FELICIA,
HER HEART'S
BEING HELD
TOGETHER WITH
SPIT AND BALING
WIRE.

I TELL HER
ABOUT THIS HALF
OF MY LIFE AND IT'LL
EITHER HOSPITALIZE
HER OR KILL HER
OUTRIGHT.



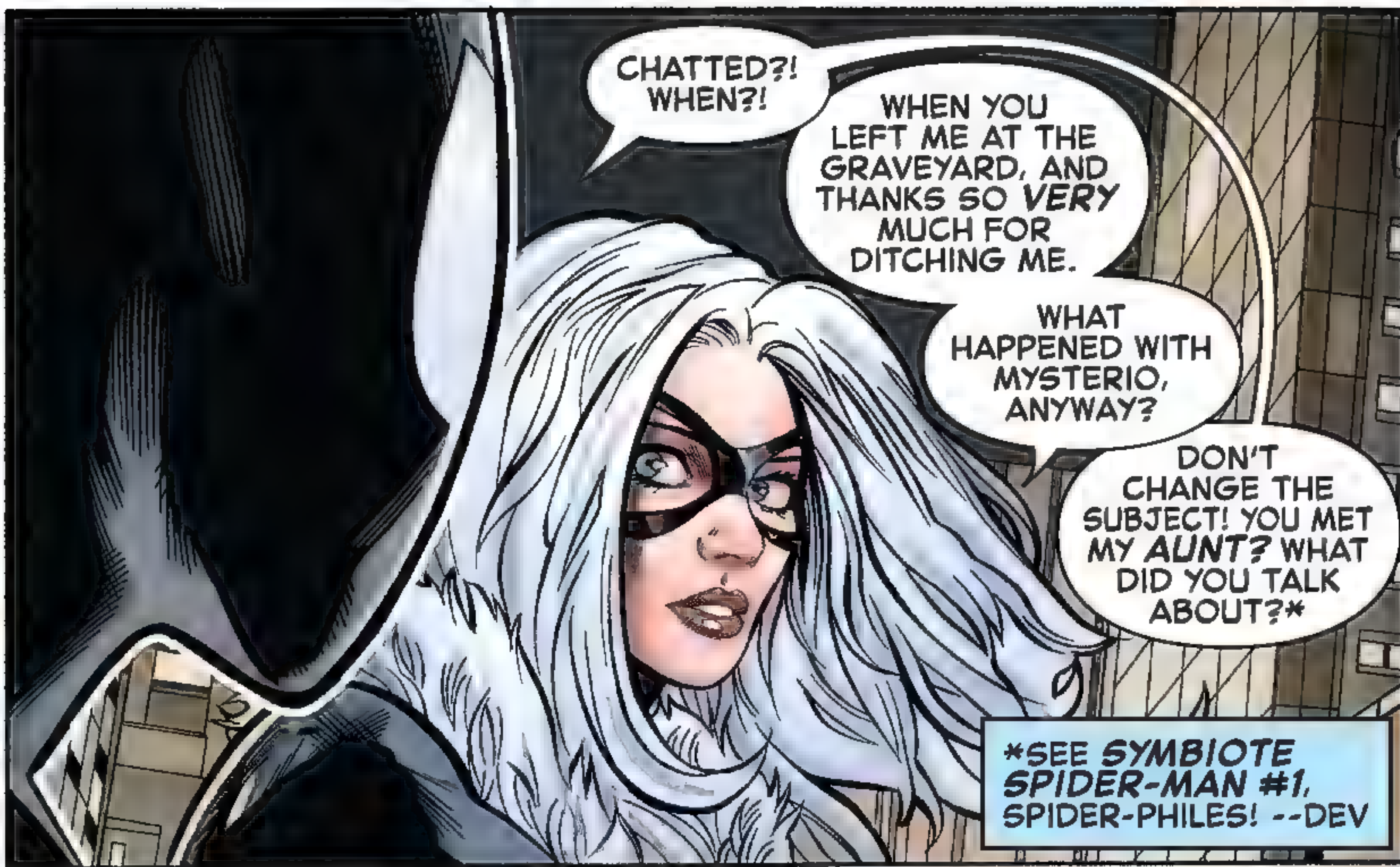
IF I WERE STILL A TEENAGER,
MAYBE SHE COULD
HANDLE IT.

AS
IT IS, NO
WAY.

AND BESIDES,
HOW DO YOU KNOW
ANYTHING ABOUT
MY AUNT MAY?



WE,
UH...WE
CHATTED.



CHATTED?!
WHEN?!

WHEN YOU
LEFT ME AT THE
GRAVEYARD, AND
THANKS SO VERY
MUCH FOR
DITCHING ME.

WHAT
HAPPENED WITH
MYSTERIO,
ANYWAY?

DON'T
CHANGE THE
SUBJECT! YOU MET
MY AUNT? WHAT
DID YOU TALK
ABOUT?*

*SEE SYMBIOTE
SPIDER-MAN #1,
SPIDER-PHILES! --DEV

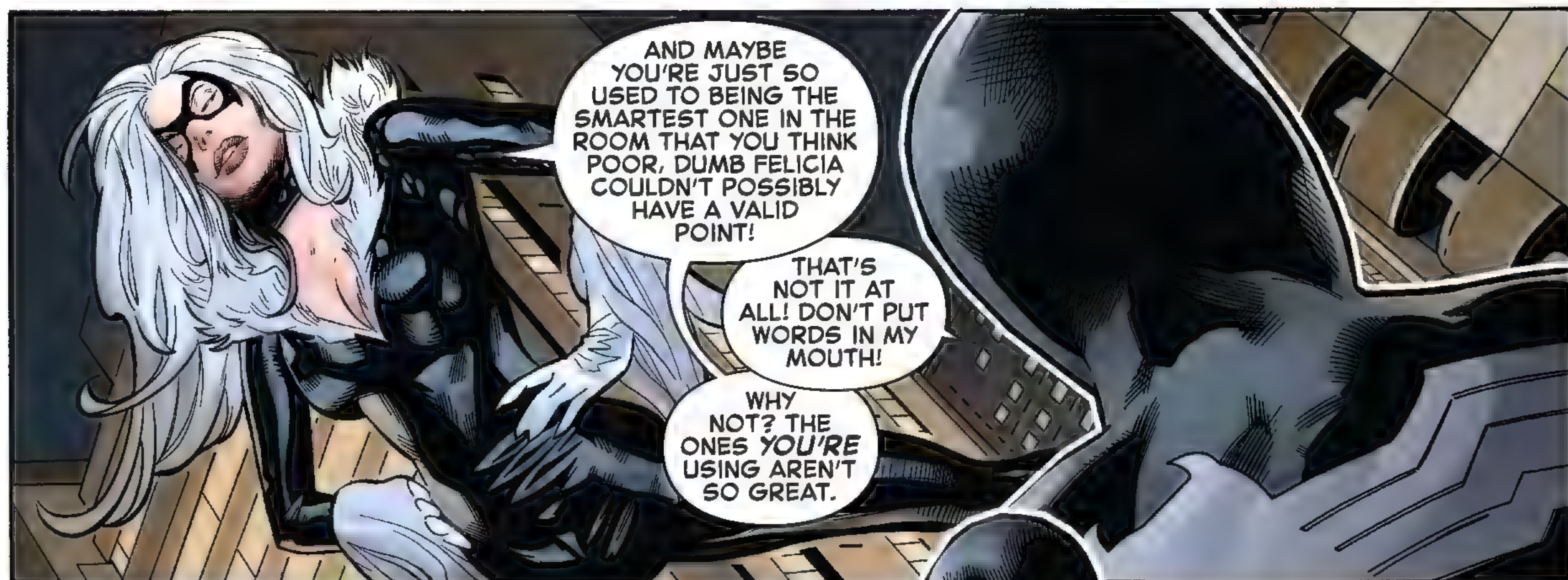


WE TALKED
ABOUT YOU,
OBVIOUSLY! SHE
REALLY LOVES
YOU, Y'KNOW.

I WISH I
HAD SOMEONE
LIKE THAT IN MY
LIFE. I'D TELL HER
EVERYTHING.

IT'S
NOT THAT
SIMPLE!

MAYBE IT
IS AND YOU'RE
JUST **OVER-**
COMPLICATING
IT.



AND MAYBE
YOU'RE JUST SO
USED TO BEING THE
SMARTEST ONE IN THE
ROOM THAT YOU THINK
POOR, DUMB FELICIA
COULDN'T POSSIBLY
HAVE A VALID
POINT!

THAT'S
NOT IT AT
ALL! DON'T PUT
WORDS IN MY
MOUTH!

WHY
NOT? THE
ONES YOU'RE
USING AREN'T
SO GREAT.

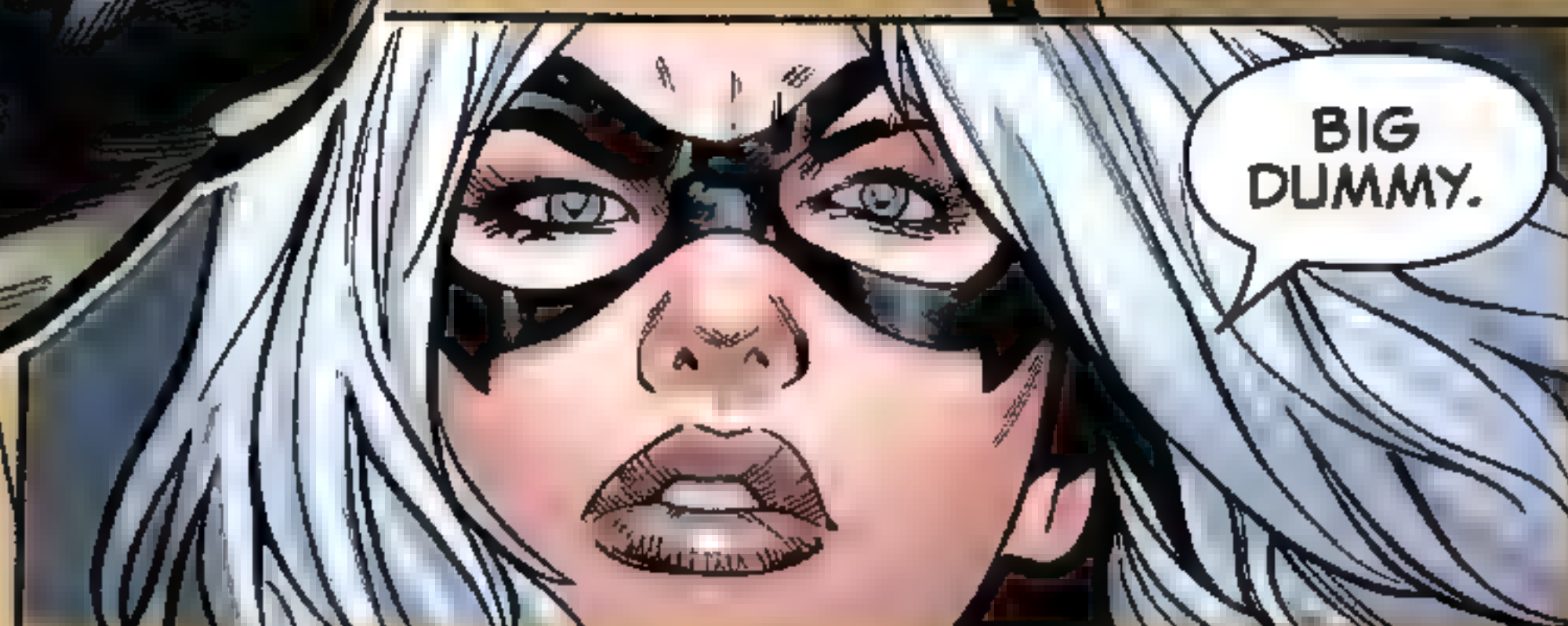


THWIP

Y'KNOW
WHAT? I'M
SHUTTING THIS
DOWN BEFORE I
SAY SOMETHING
I'LL REGRET.

IS THAT EVEN
POSSIBLE?

I'LL SEE
YOU LATER.
MAYBE.

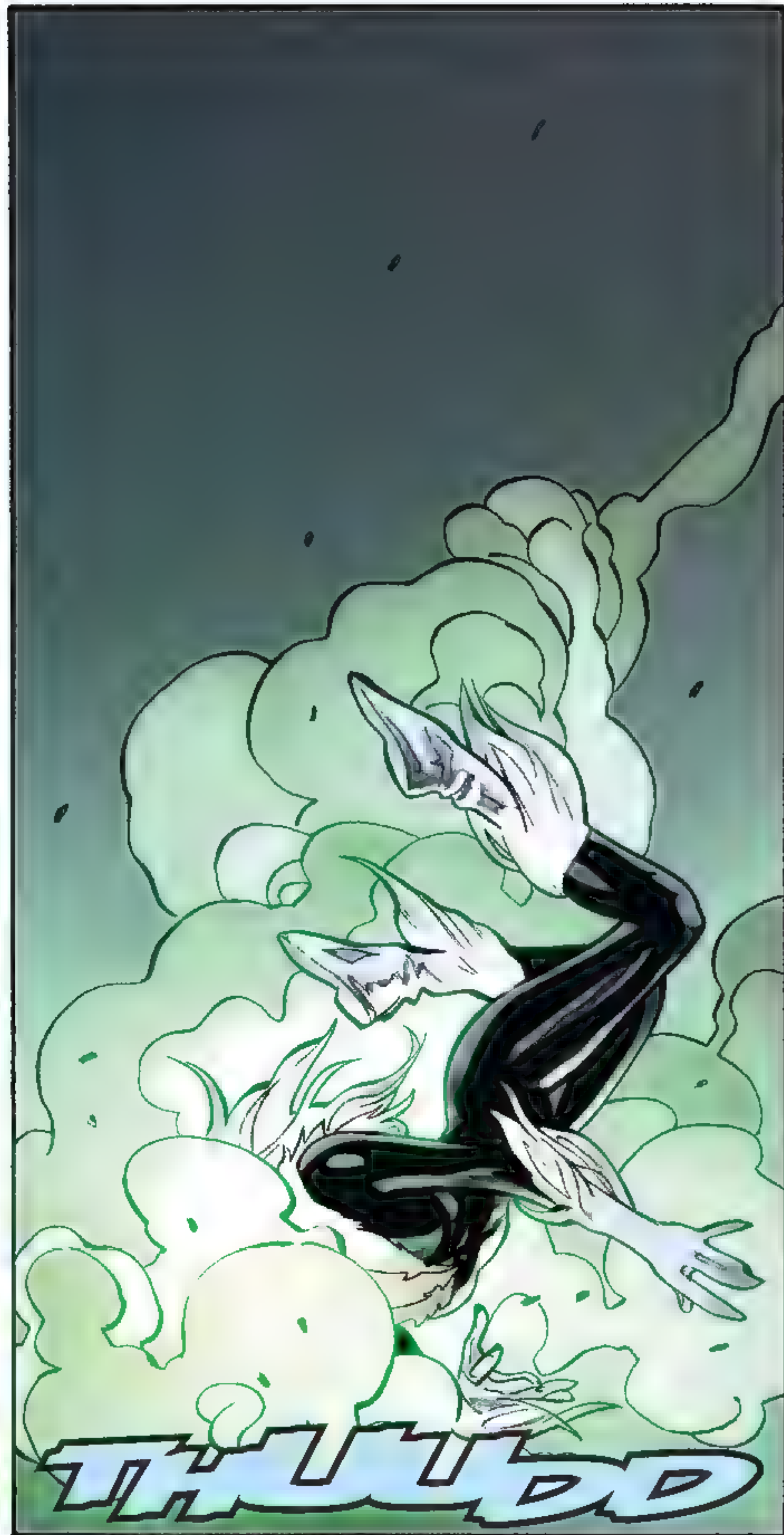


**BIG
DUMMY.**





MYSTERIO!!!



THUD



URKHHH!!!

COME ON. BREAK FREE.

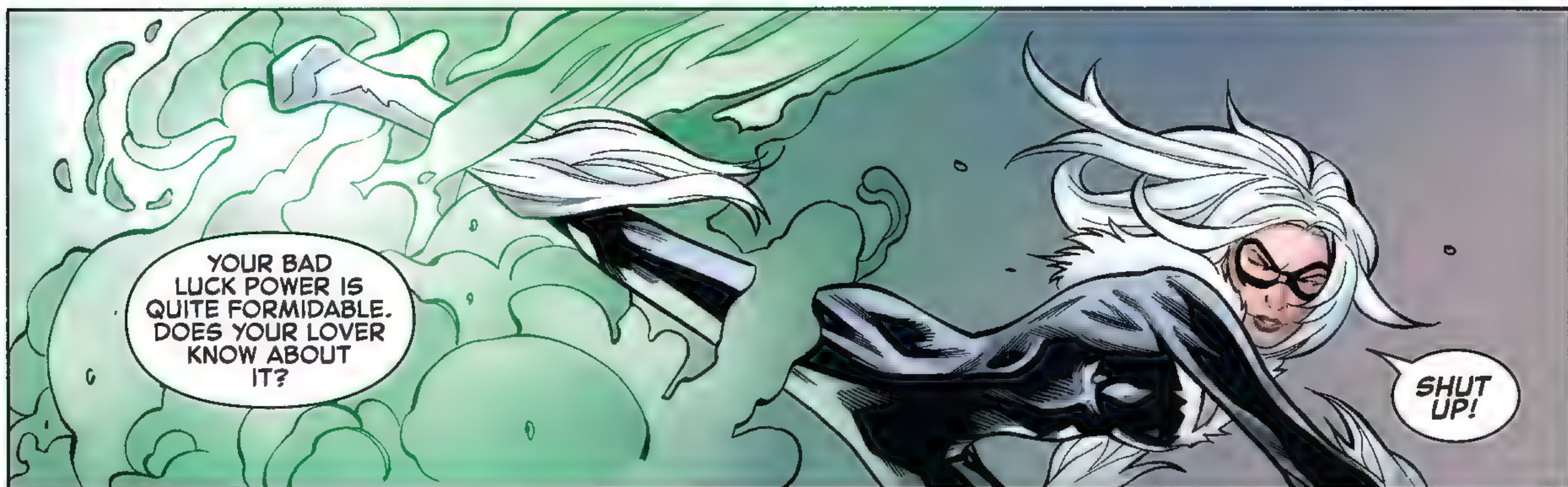
DON'T DISAPPOINT ME, FELICIA. I KNOW YOU CAN DO IT.



THERE IT IS!
EXCELLENT!

!GASP!

SNAP



YOUR BAD
LUCK POWER IS
QUITE FORMIDABLE.
DOES YOUR LOVER
KNOW ABOUT
IT?

SHUT
UP!



THERE IS
NO NEED TO
CONTINUE THIS,
FELICIA.

THE HELL
THERE ISN'T!
I KNOW WHY
YOU'RE
HERE!

DO YOU?
PRAY TELL,
WHY?

YOU'RE A VILLAIN.
CAPTURING THE LOVED
ONES OF HEROES IS VILLAINY
101. SO YOU WANT TO
GRAB ME AND USE
ME AGAINST SPIDER
SOMEHOW!

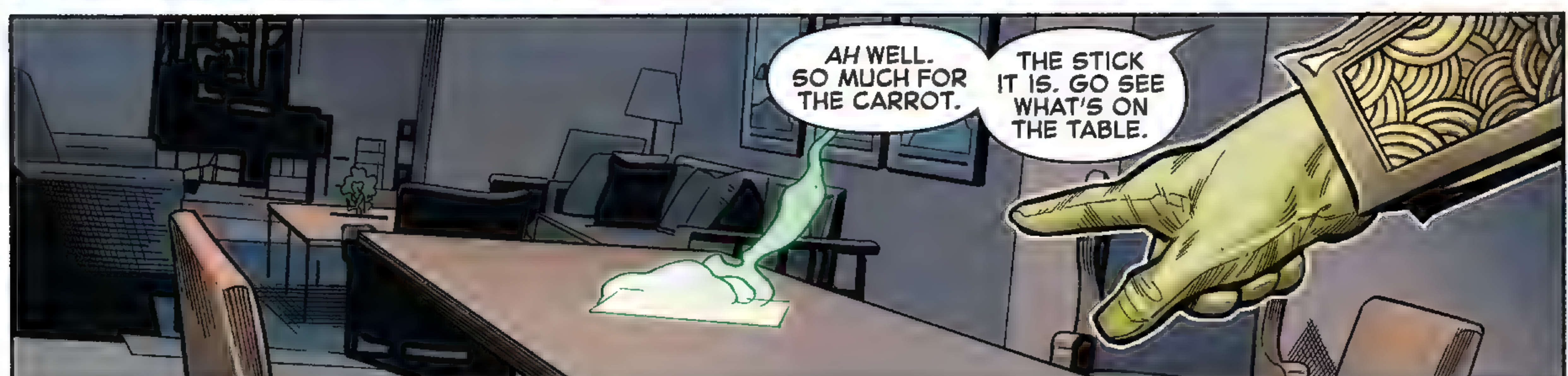
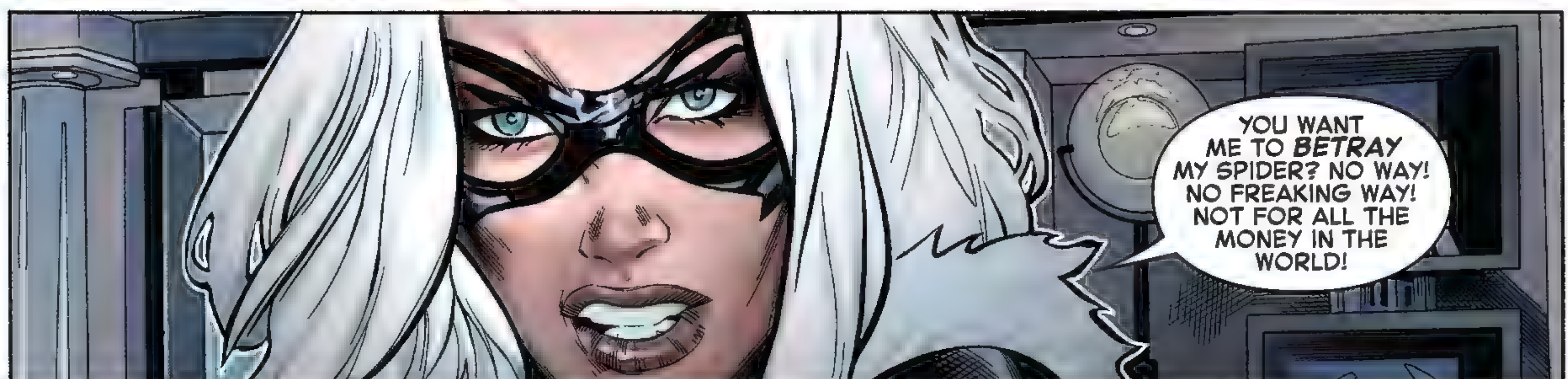
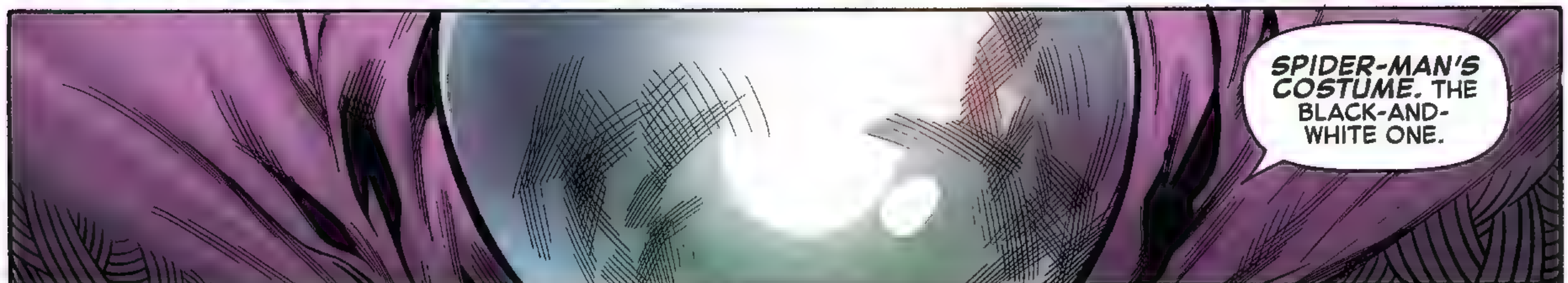
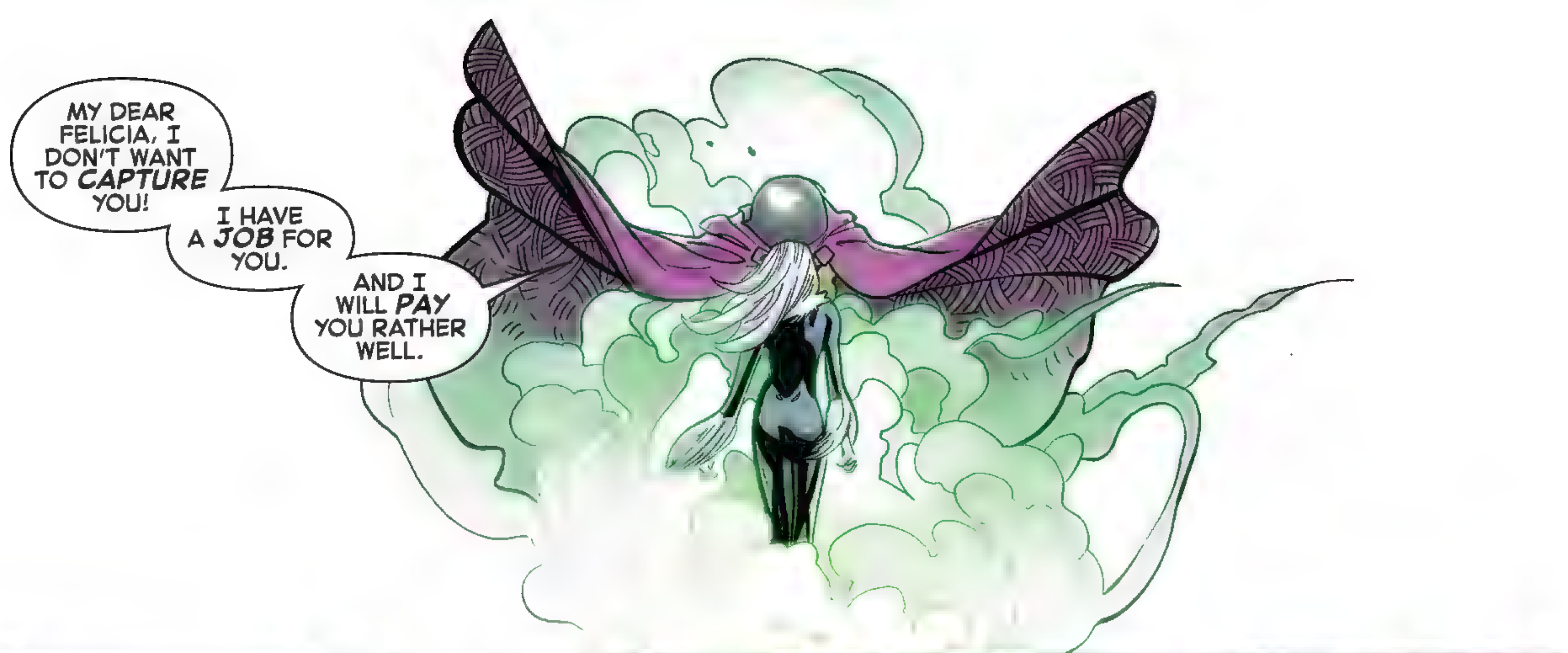
HA

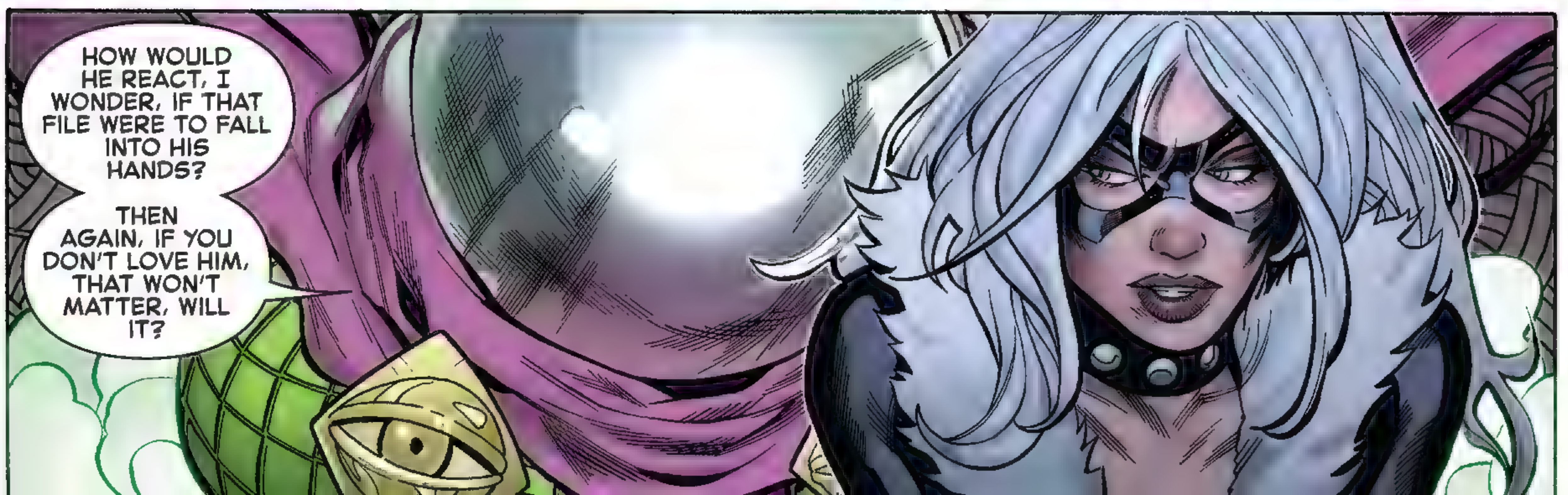
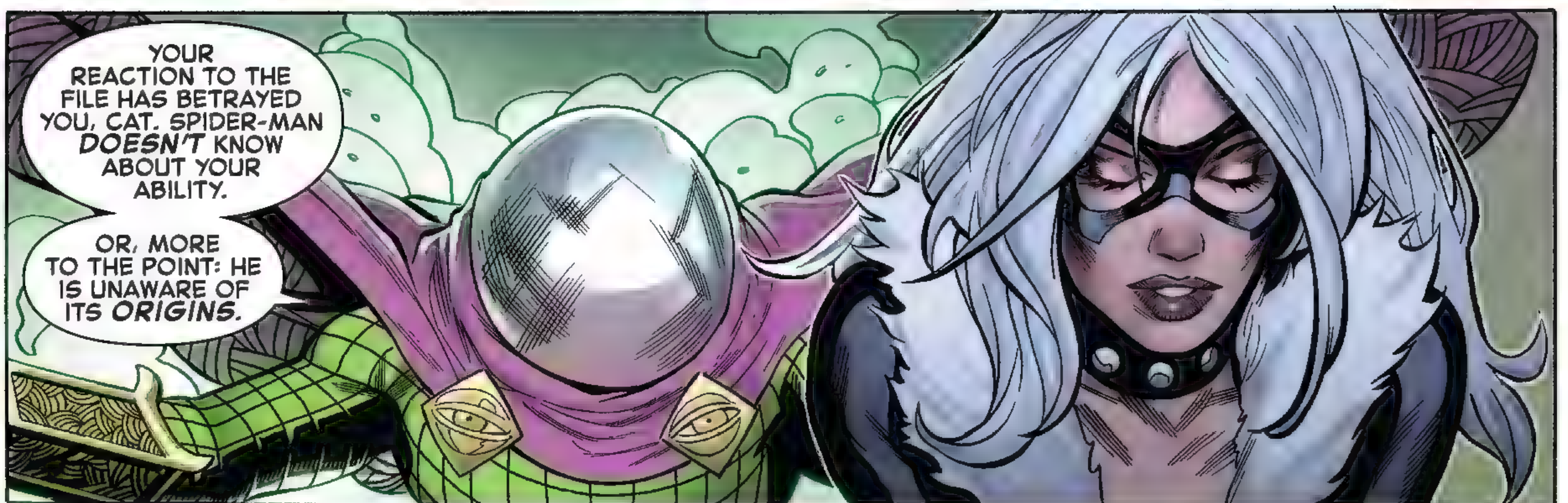
HA

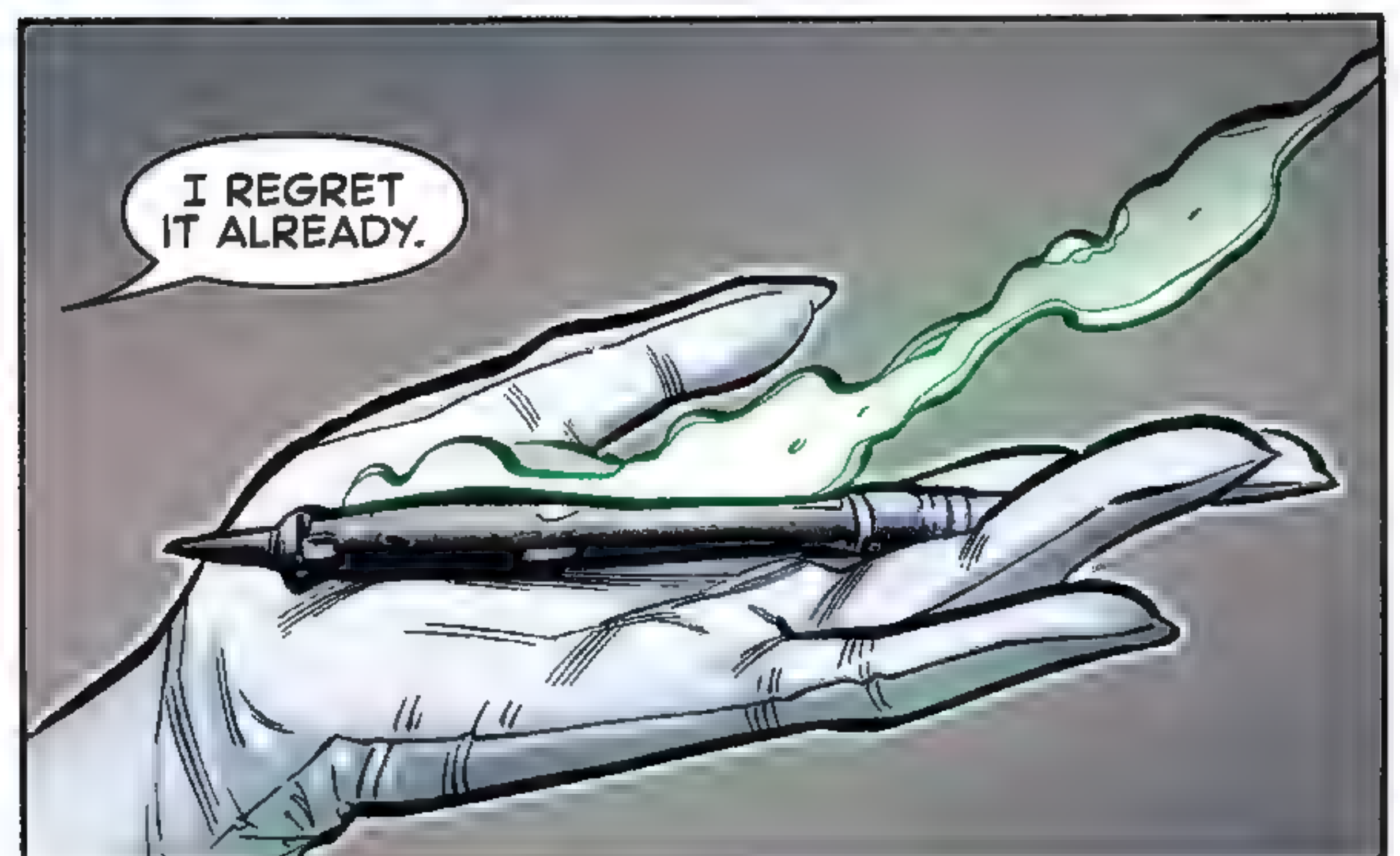
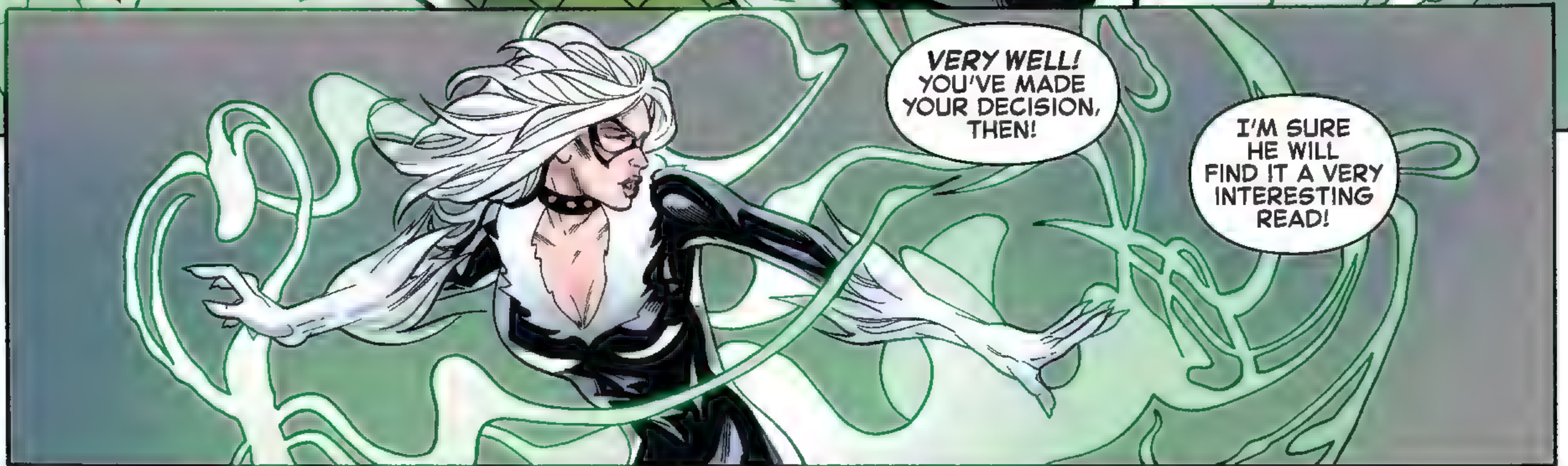


HA HA HA

HA HA HA









I WAS HOPING THAT SEARCHING FOR MYSTERIO WOULD TAKE MY MIND OFF THE SPAT WITH FELICIA. TOO BAD IT'S ONLY PARTLY WORKING.

NO SIGN OF MYSTERIO ALL EVENING. BUT THERE'S NO WAY HE'S GOING TO LEAVE IT WHERE HE DID.

HE'S GOT SOME SORT OF BIGGER PLAN. HE ALWAYS DOES.

IT'S JUST A MATTER OF FIGURING OUT WHAT IT--



CRAP! MY SPIDER-SENSE!

SOMEONE'S IN HERE!



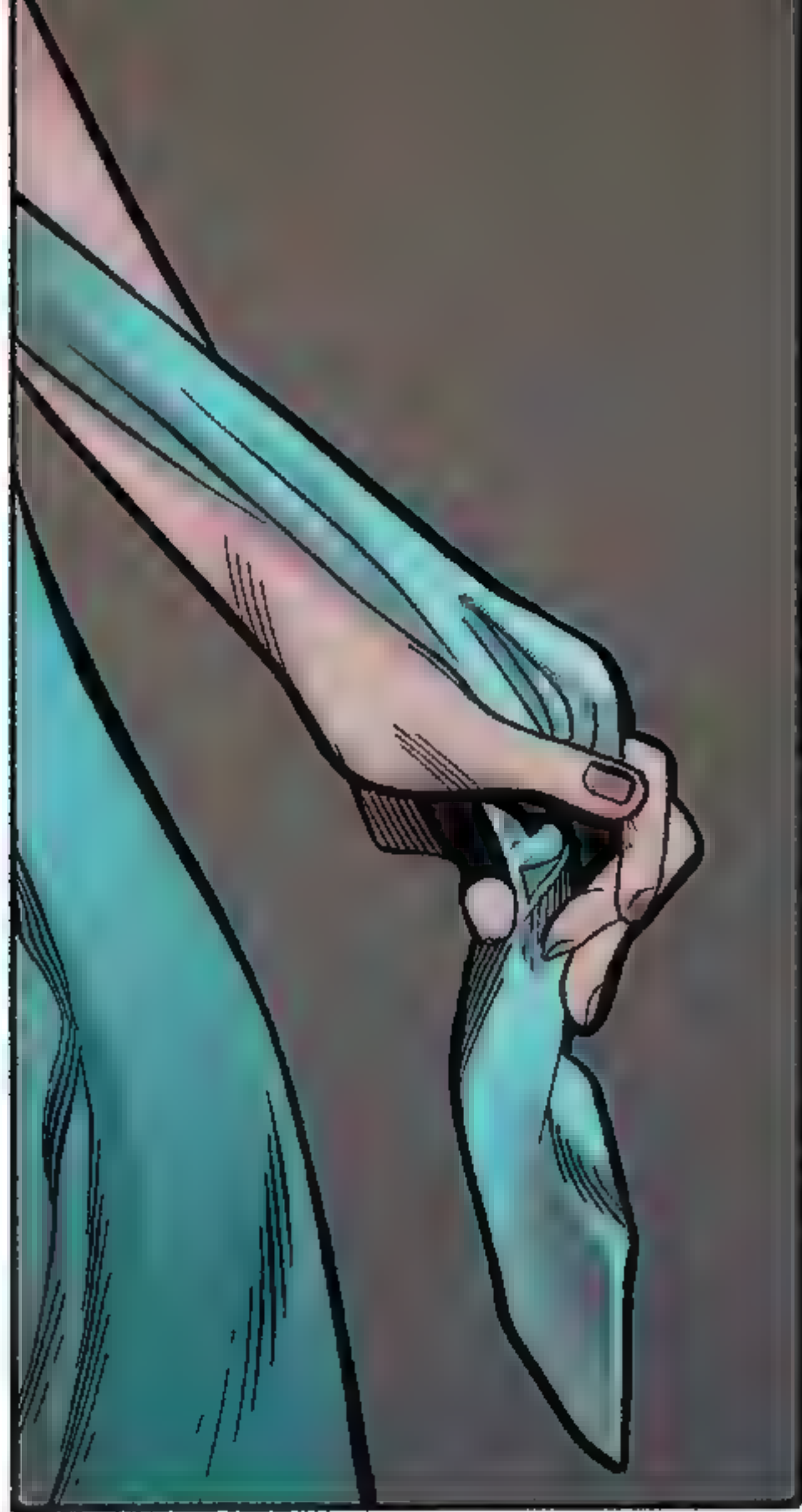
IT'S OKAY, SPIDER. IT'S JUST ME.

FELICIA?



YEAH.

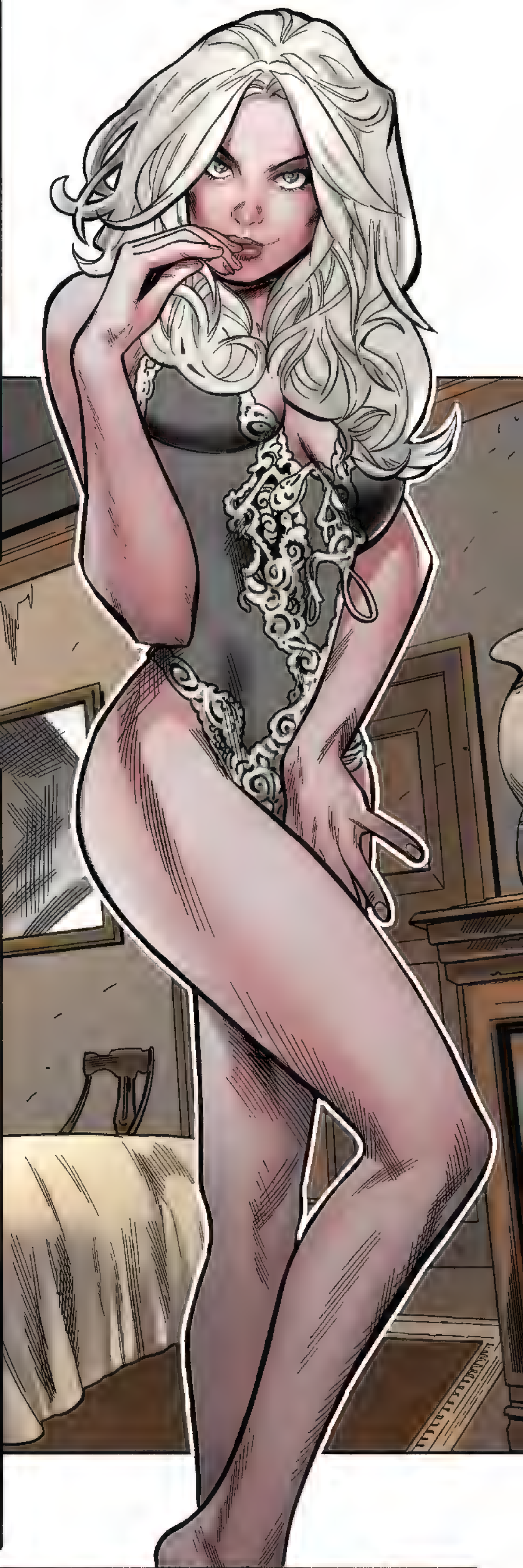
FELICIA, WHAT ARE YOU DOING HERE?



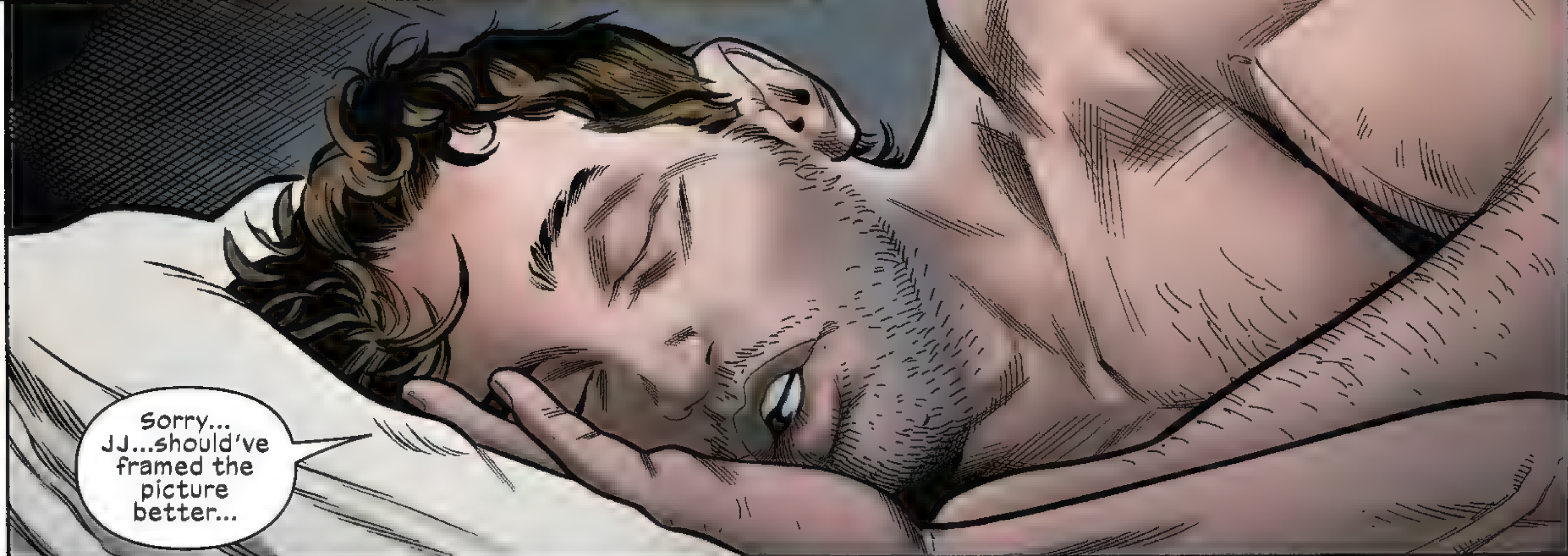
THIS...THIS
ISN'T...

THIS
DOESN'T
SOLVE...

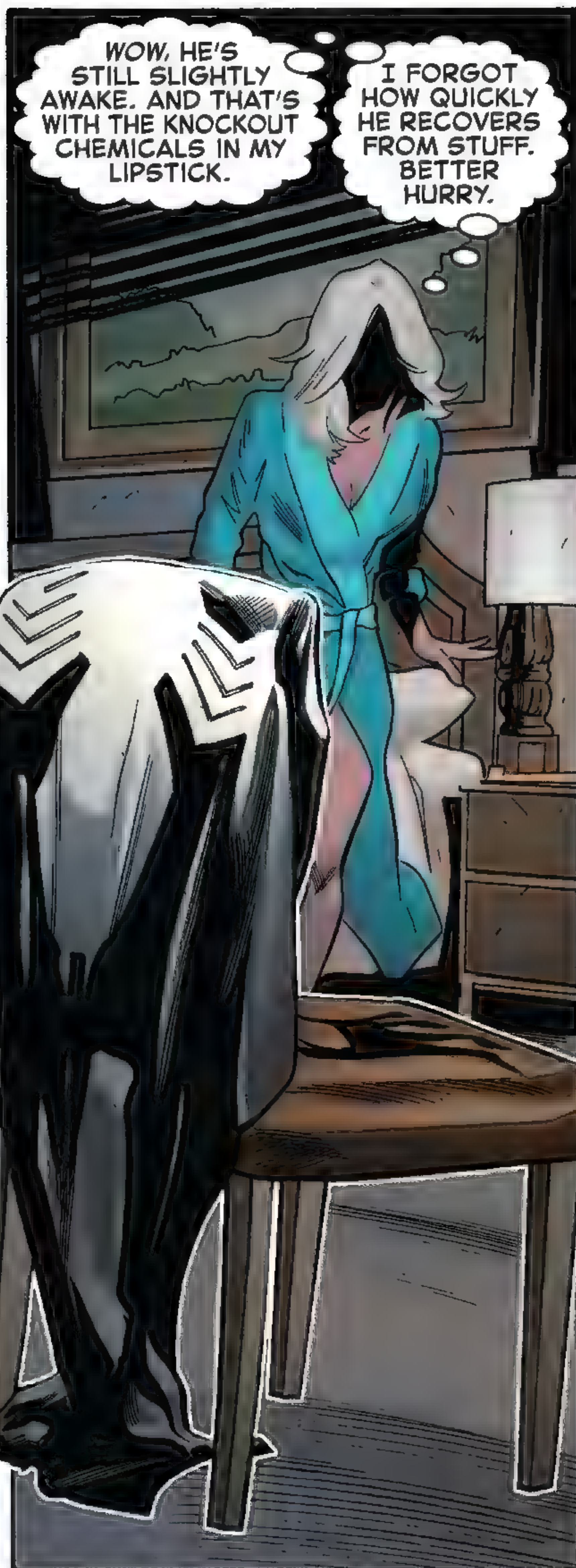
THIS...



YOU GOING
TO STAND THERE
ALL NIGHT?



Sorry...
JJ...should've
framed the
picture
better...

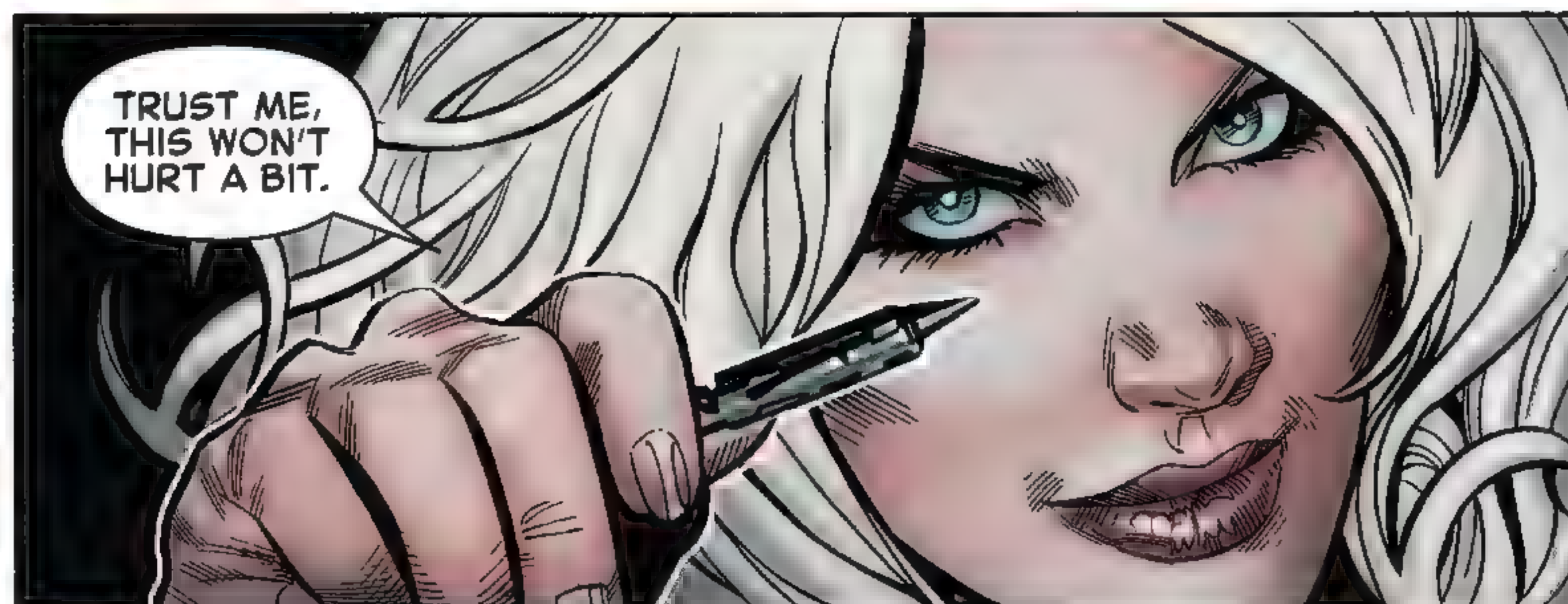


WOW, HE'S
STILL SLIGHTLY
AWAKE. AND THAT'S
WITH THE KNOCKOUT
CHEMICALS IN MY
LIPSTICK.

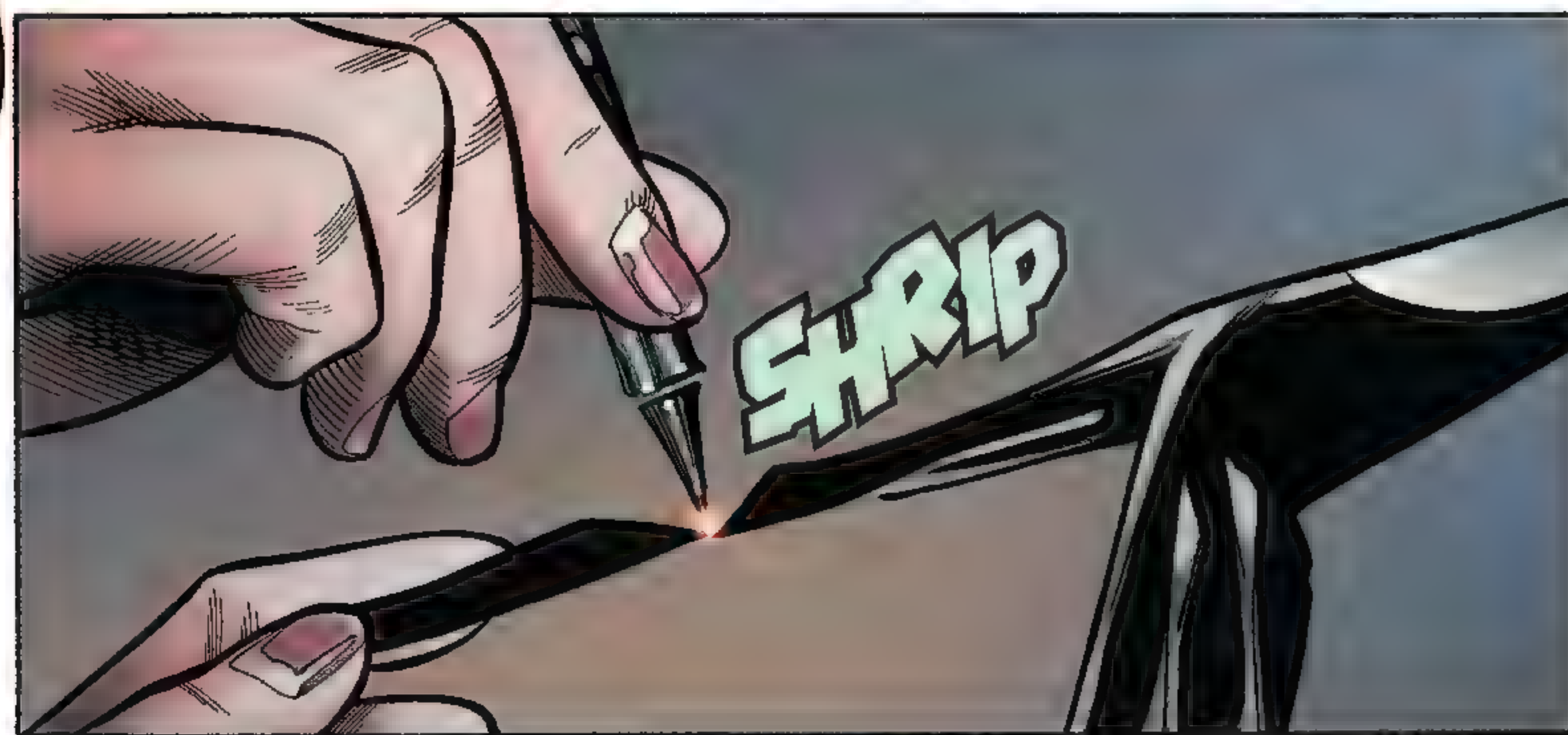
I FORGOT
HOW QUICKLY
HE RECOVERS
FROM STUFF.
BETTER
HURRY.



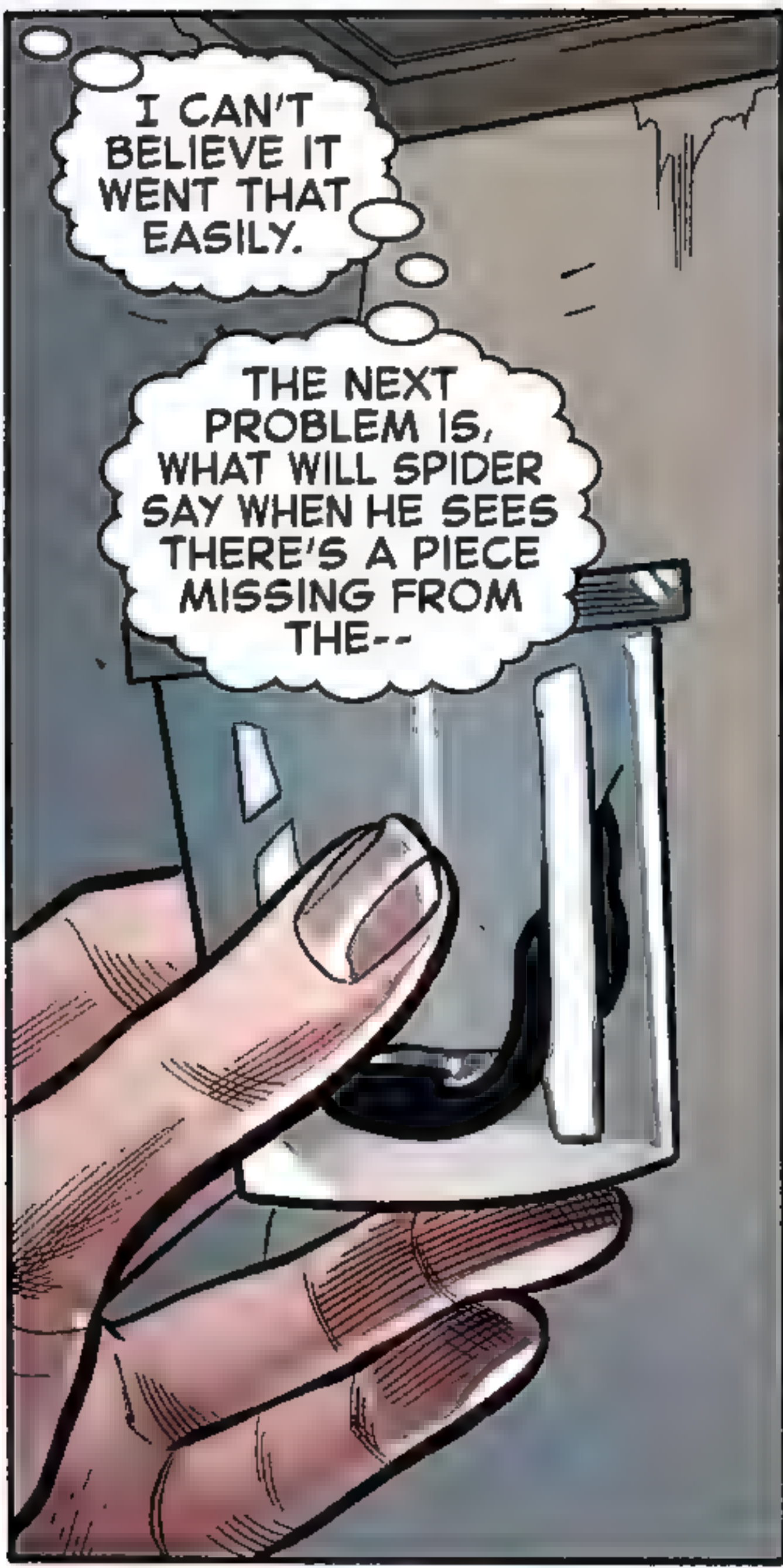
DON'T
GO SLITHERING
AWAY, NOW.



TRUST ME,
THIS WON'T
HURT A BIT.



SHRIP



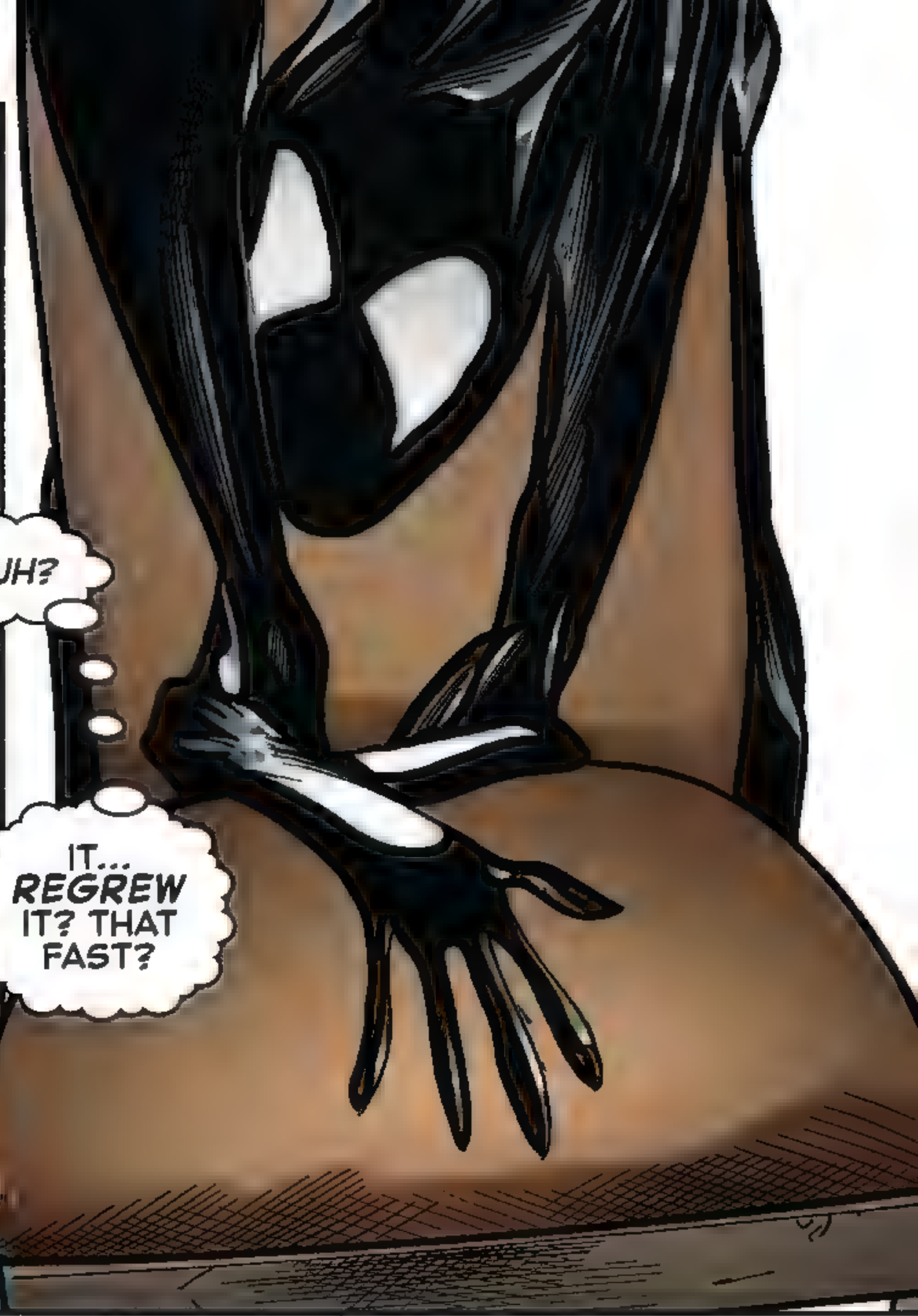
I CAN'T BELIEVE IT WENT THAT EASILY.

THE NEXT PROBLEM IS, WHAT WILL SPIDER SAY WHEN HE SEES THERE'S A PIECE MISSING FROM THE--

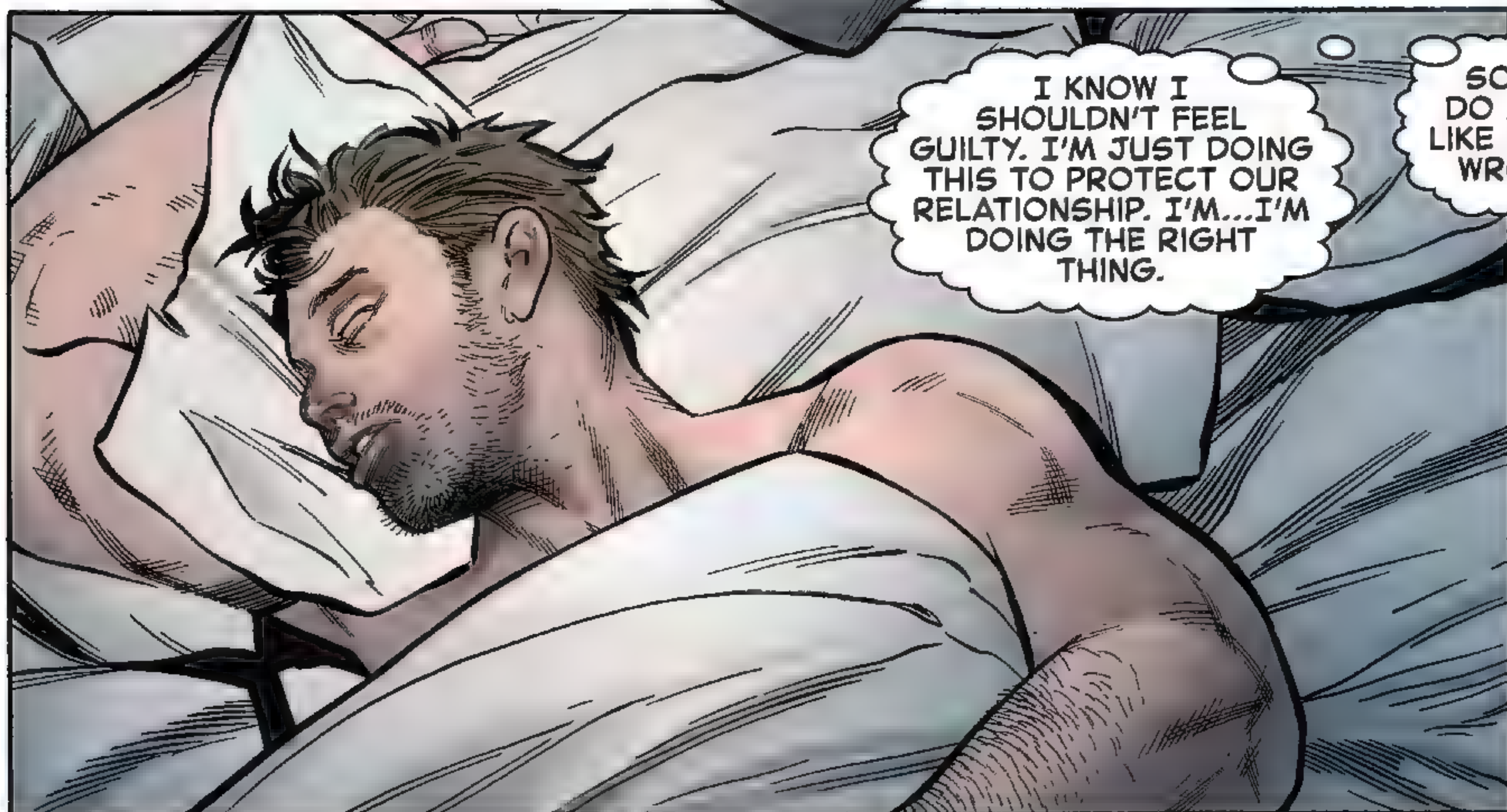


HUH?

IT... REGREW IT? THAT FAST?



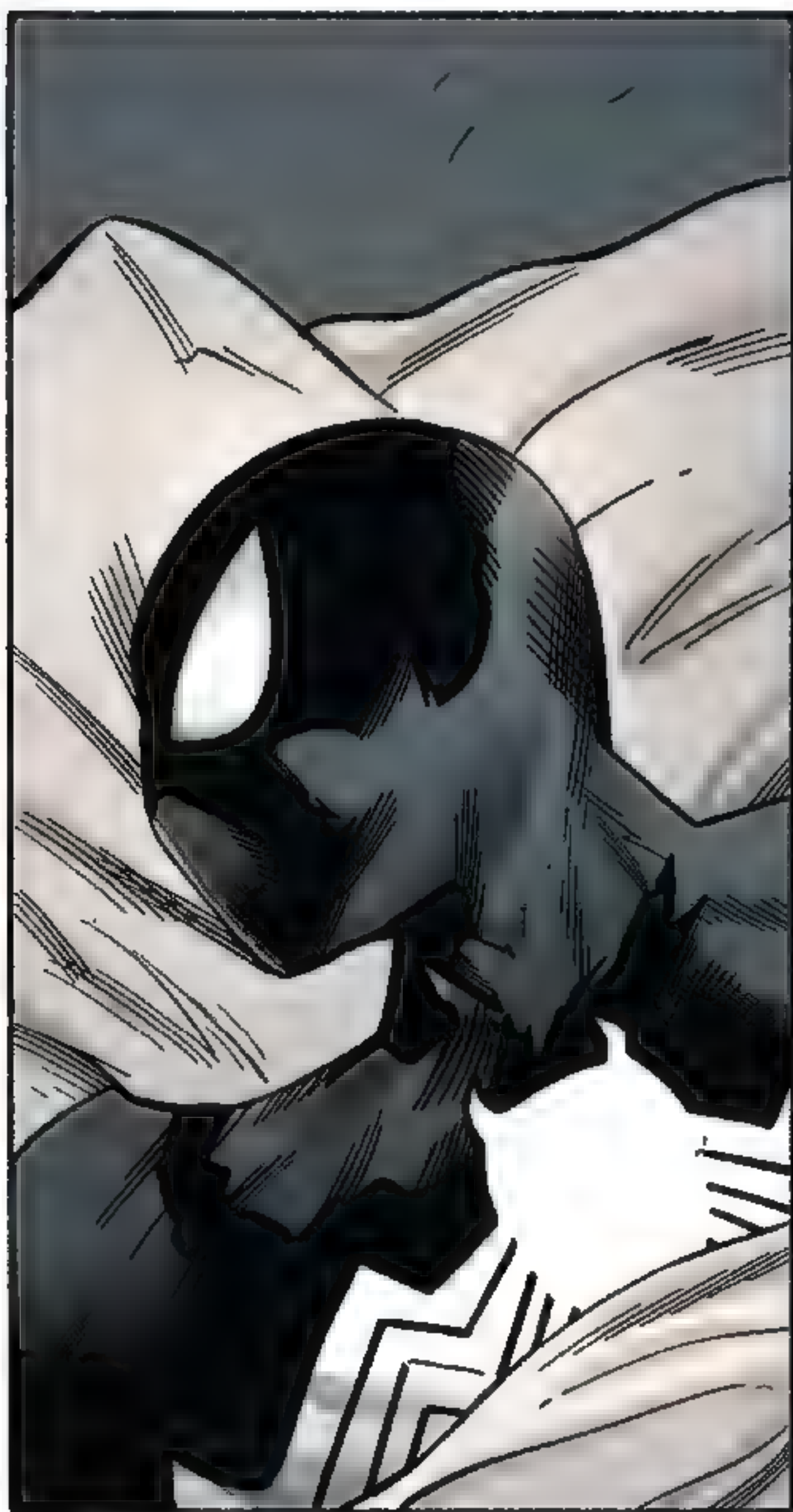
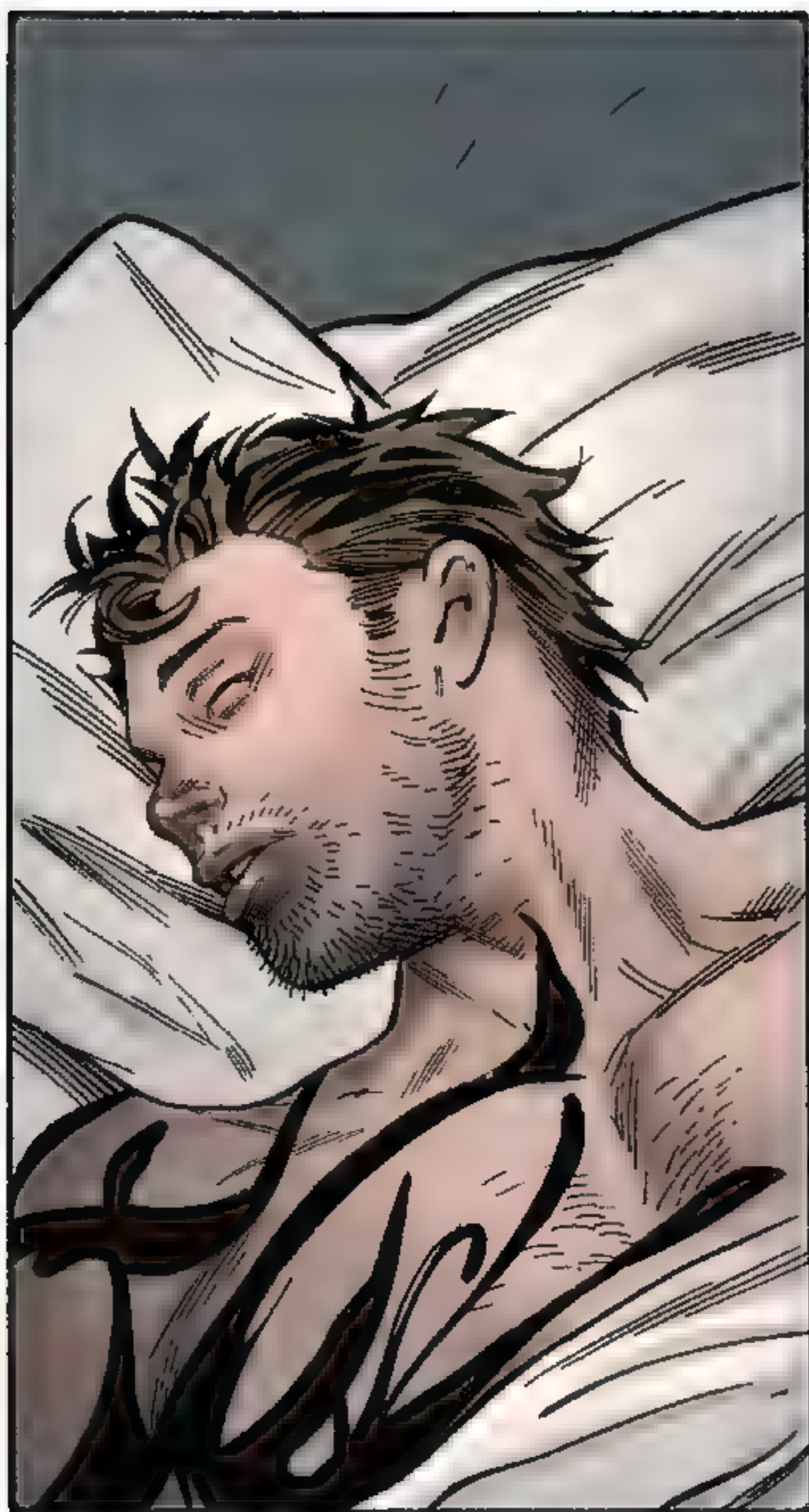
OKAY, WELL...FINE. SIMPLER THAN I THOUGHT IT WOULD BE.



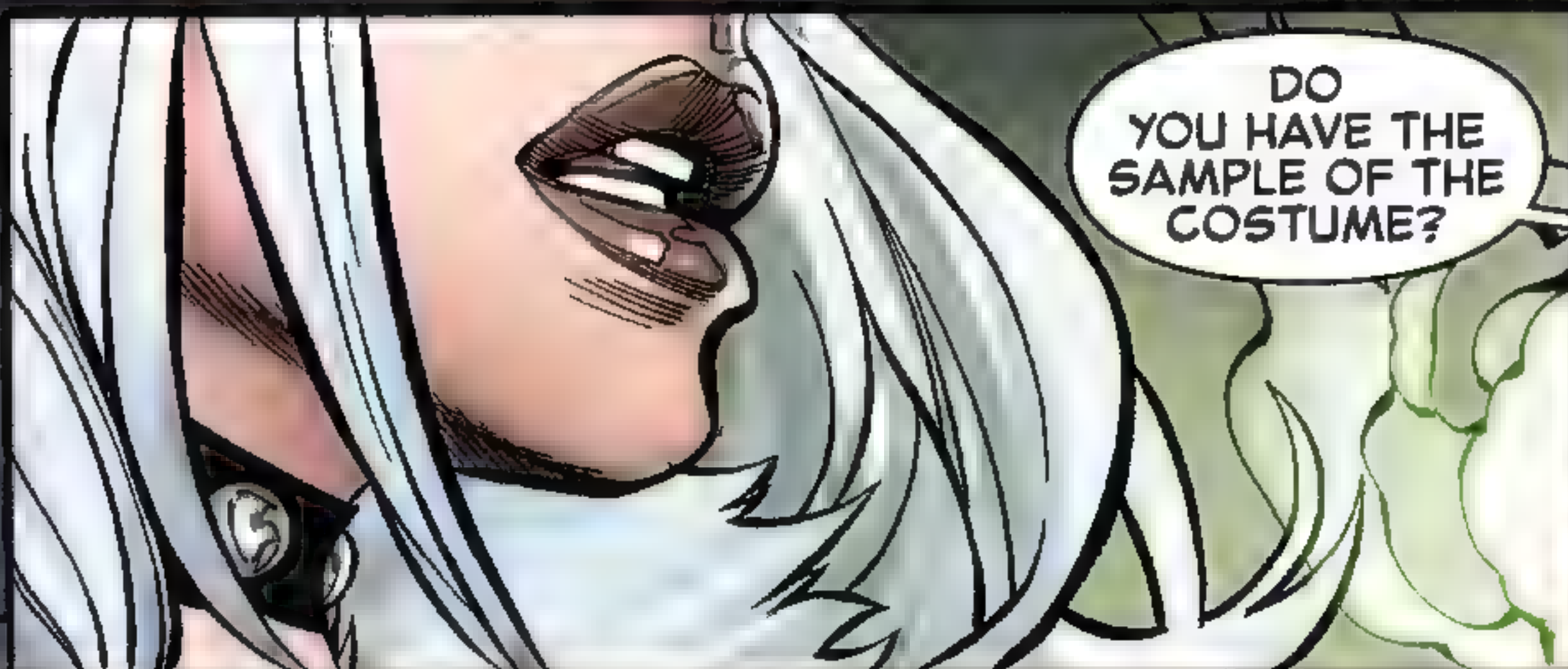
I KNOW I SHOULDN'T FEEL GUILTY. I'M JUST DOING THIS TO PROTECT OUR RELATIONSHIP. I'M...I'M DOING THE RIGHT THING.

SO WHY DO I FEEL LIKE IT'S SO WRONG?

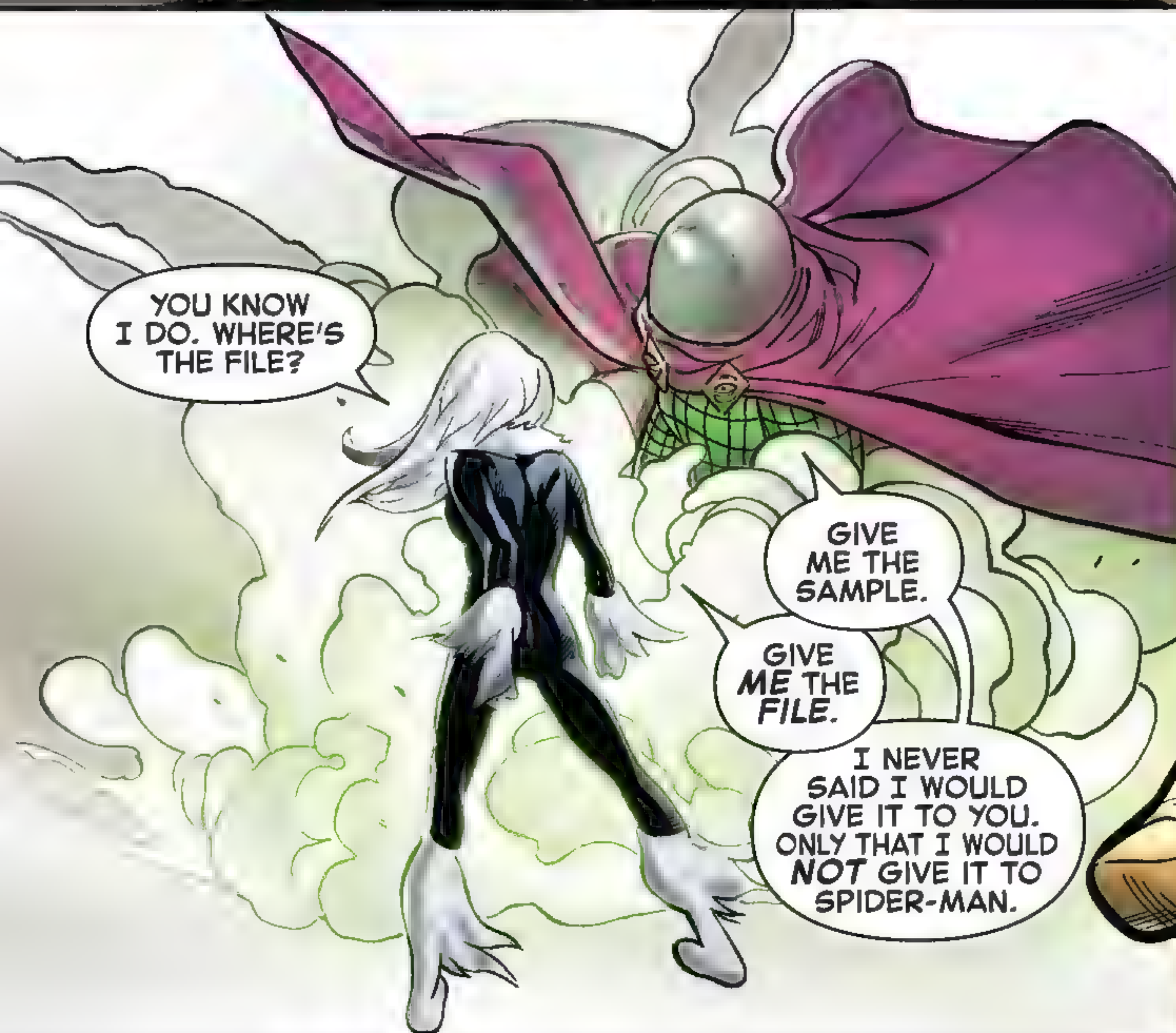








DO
YOU HAVE THE
SAMPLE OF THE
COSTUME?



YOU KNOW
I DO. WHERE'S
THE FILE?

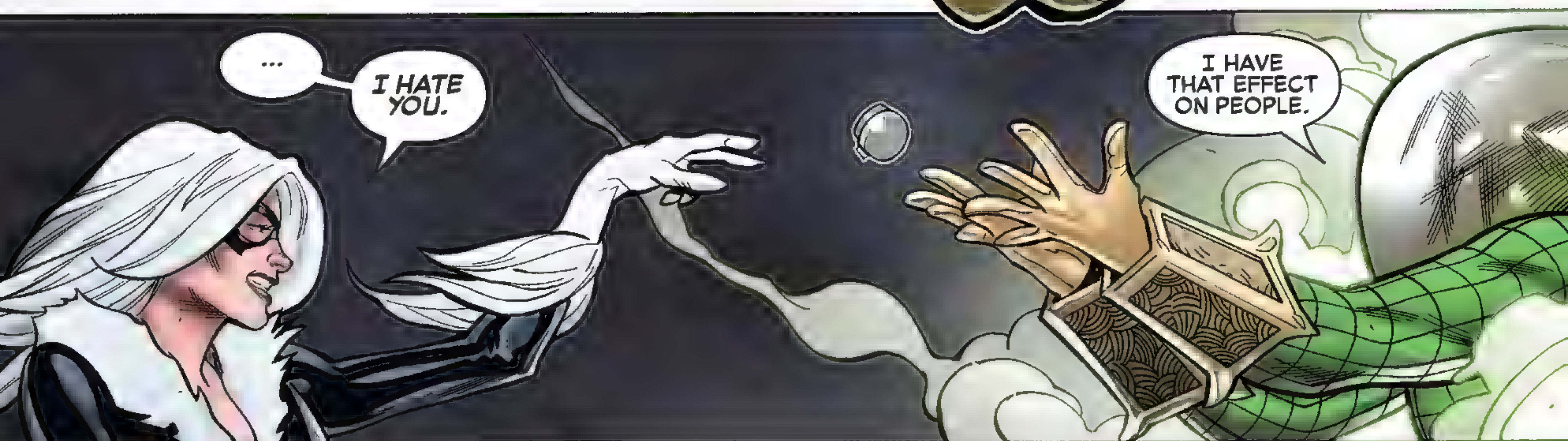
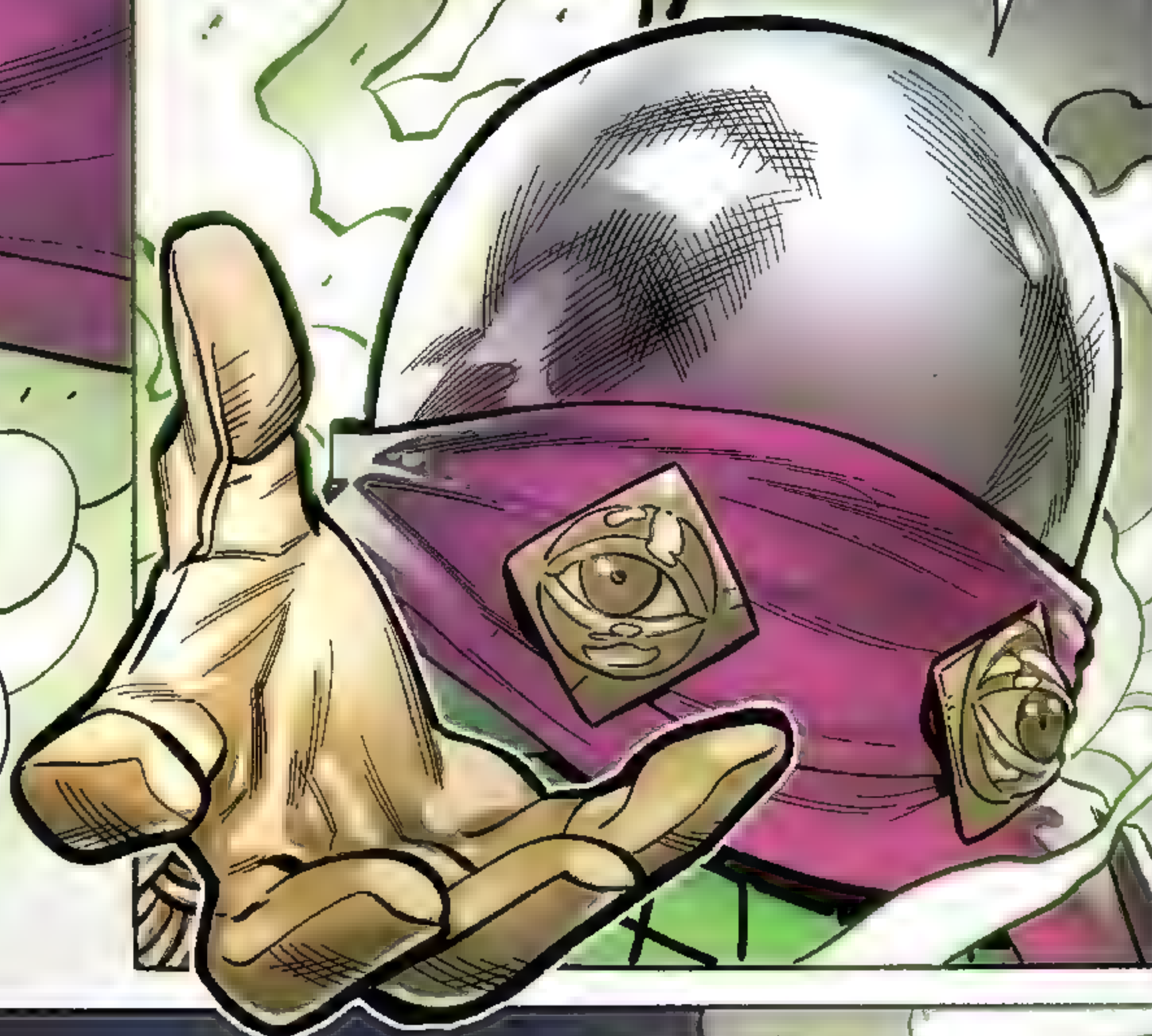
GIVE
ME THE
SAMPLE.

GIVE
ME THE
FILE.

I NEVER
SAID I WOULD
GIVE IT TO YOU.
ONLY THAT I WOULD
NOT GIVE IT TO
SPIDER-MAN.

BUT IF YOU WISH, I CAN
RENEGE ON THE DEAL.
IT'S ENTIRELY UP
TO YOU.

GIVE ME THE SAMPLE.
OTHERWISE SPIDER-MAN
FINDS OUT ABOUT
YOUR DEALINGS WITH
THE KINGPIN.



...

I HATE
YOU.

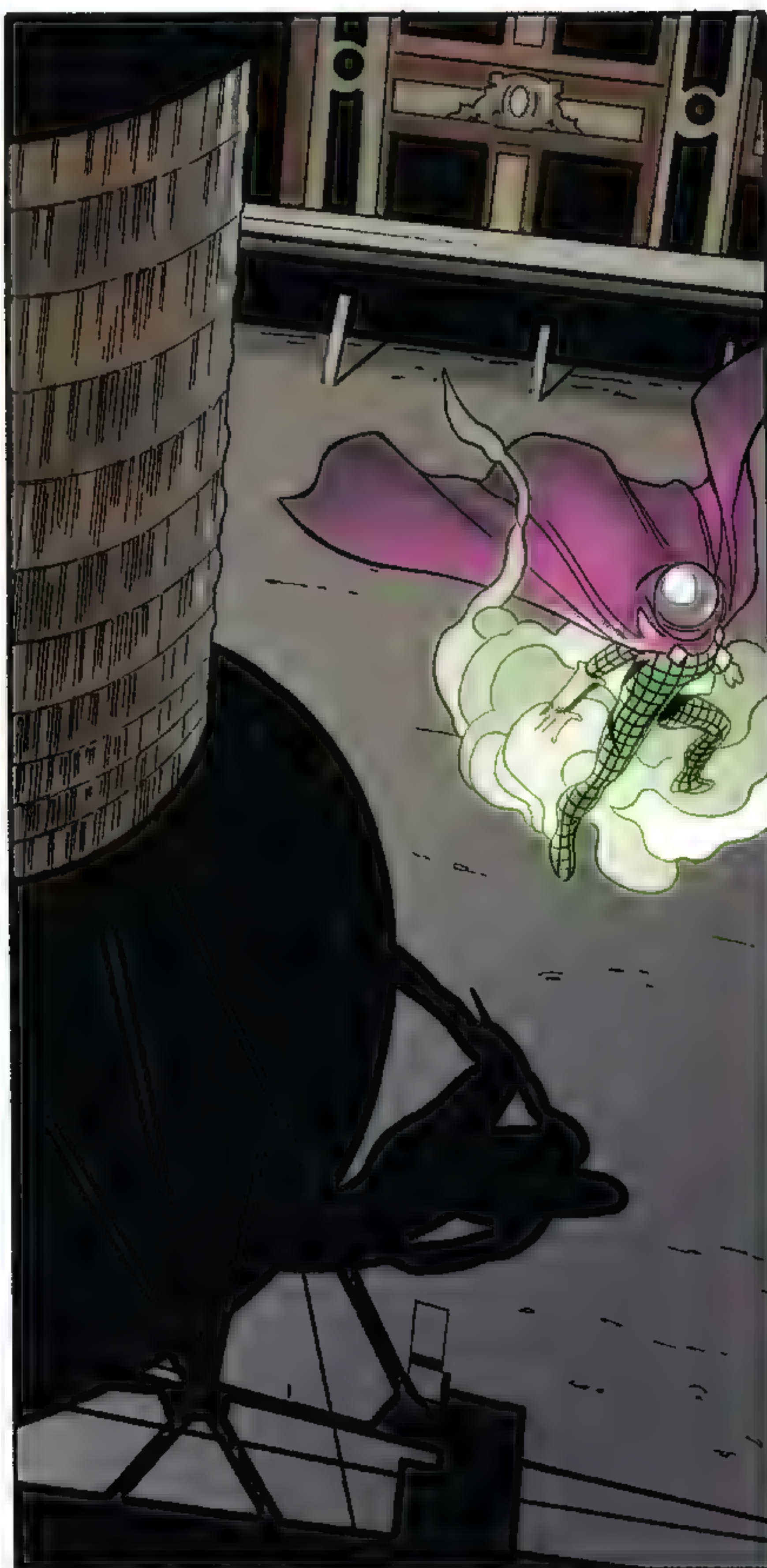
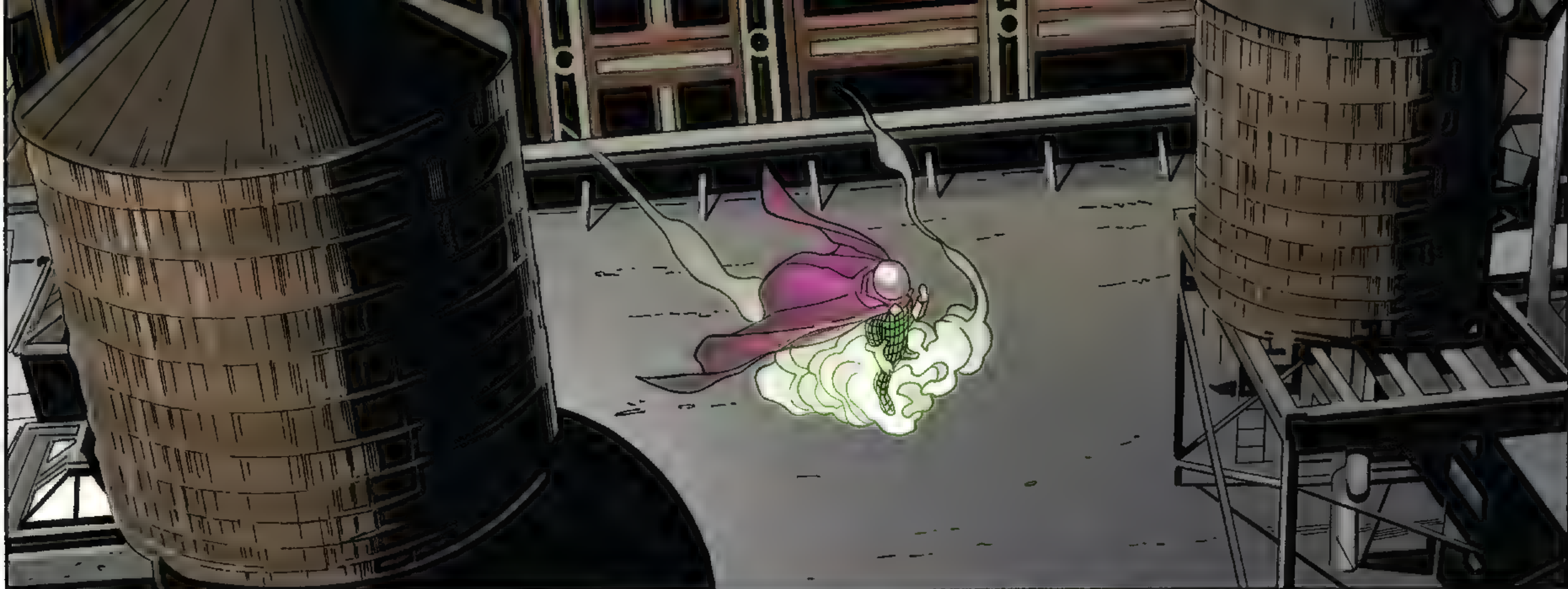
I HAVE
THAT EFFECT
ON PEOPLE.

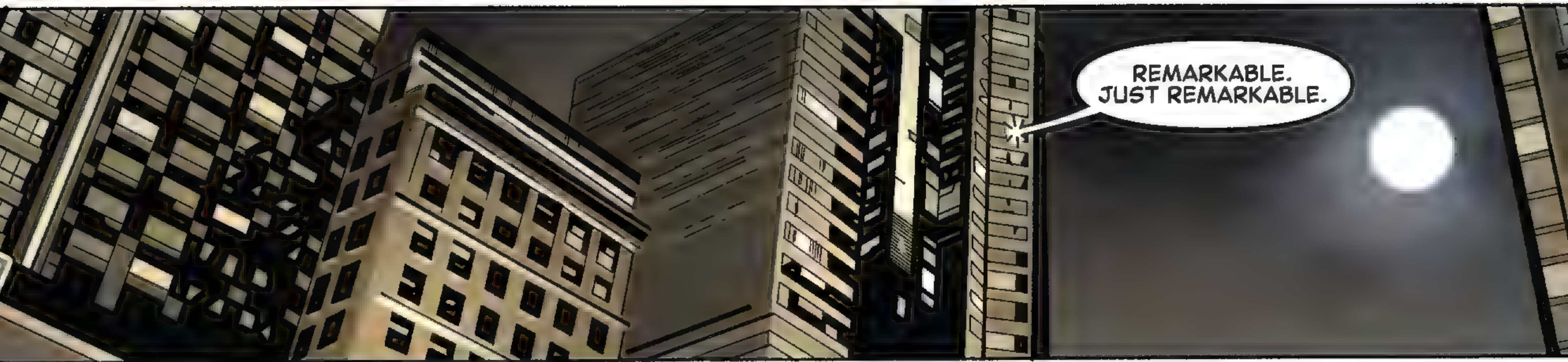


YOU BETTER
NEVER CROSS
THIS BLACK CAT'S
PATH AGAIN,
MYSTERIO.

IN ENGLAND,
THAT WOULD
BE GOOD
LUCK.

FINE.
GO TO
LONDON.



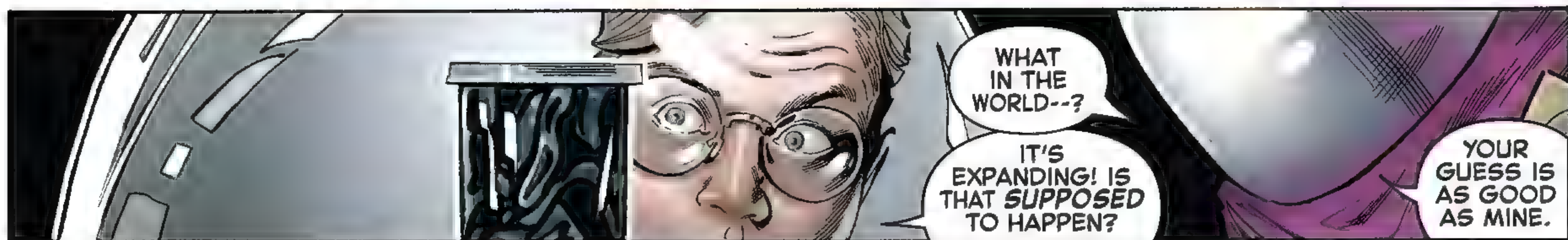


REMARKABLE.
JUST REMARKABLE.



ARE YOU
SURE THAT'S
GOING TO
HOLD IT?

THAT JAR
IS UNBREAKABLE.
I ASSURE YOU
THAT--



WHAT
IN THE
WORLD--?

IT'S
EXPANDING! IS
THAT SUPPOSED
TO HAPPEN?

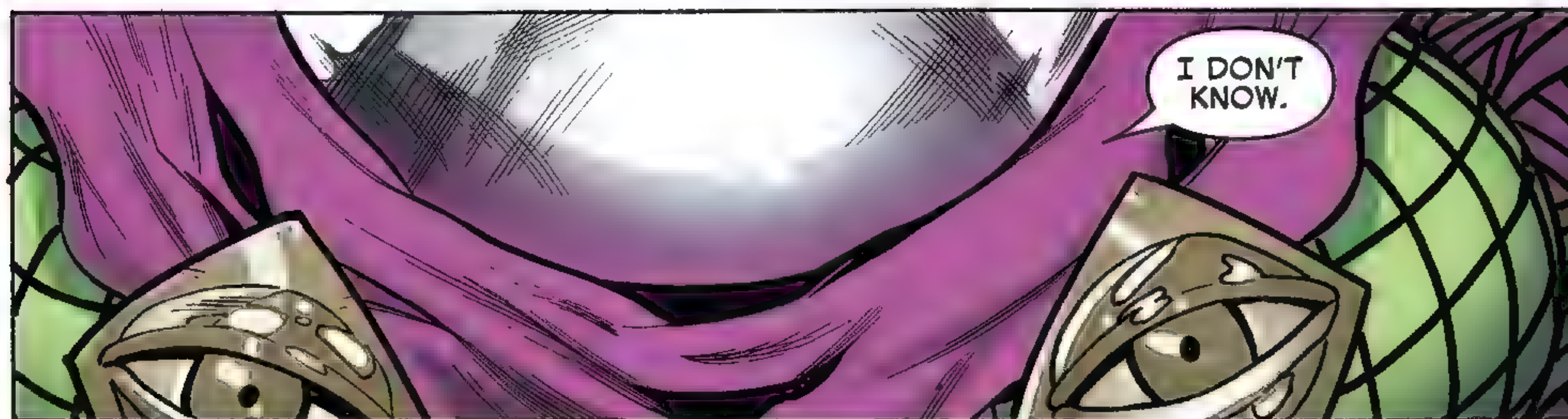
YOUR
GUESS IS
AS GOOD
AS MINE.



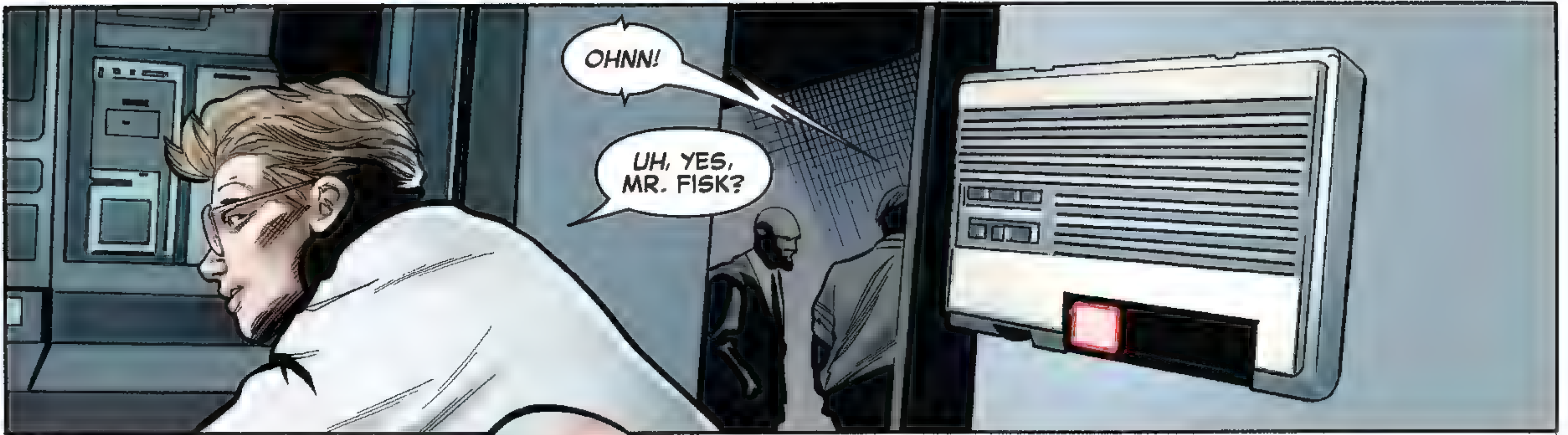
I'M NOT
IMAGINING THIS,
RIGHT? THAT
THING IS GETTING
BIGGER.

FASCINATING.

IT'S
ALSO CREEPY
AS HELL. WHAT
IS THIS THING,
QUENTIN?



I DON'T
KNOW.



OHNN!

UH, YES,
MR. FISK?



I WANT A
COMPLETE
UPDATE ON YOUR
RESEARCH.

I NEED TO
MAKE SURE I'M
NOT WASTING
MY MONEY
ON YOU.

BE
RIGHT THERE,
SIR.



I'LL BE
BACK IN FIVE
MINUTES.

TAKE YOUR
TIME. WOULDN'T
WANT TO UPSET
YOUR MASTER.

OH, HA
HA HA.



YOU CAN
SENSE MY
PRESENCE,
CAN'T YOU?

WHAT
ARE YOU?
A SYNTHETIC
ORGANISM,
PERHAPS?



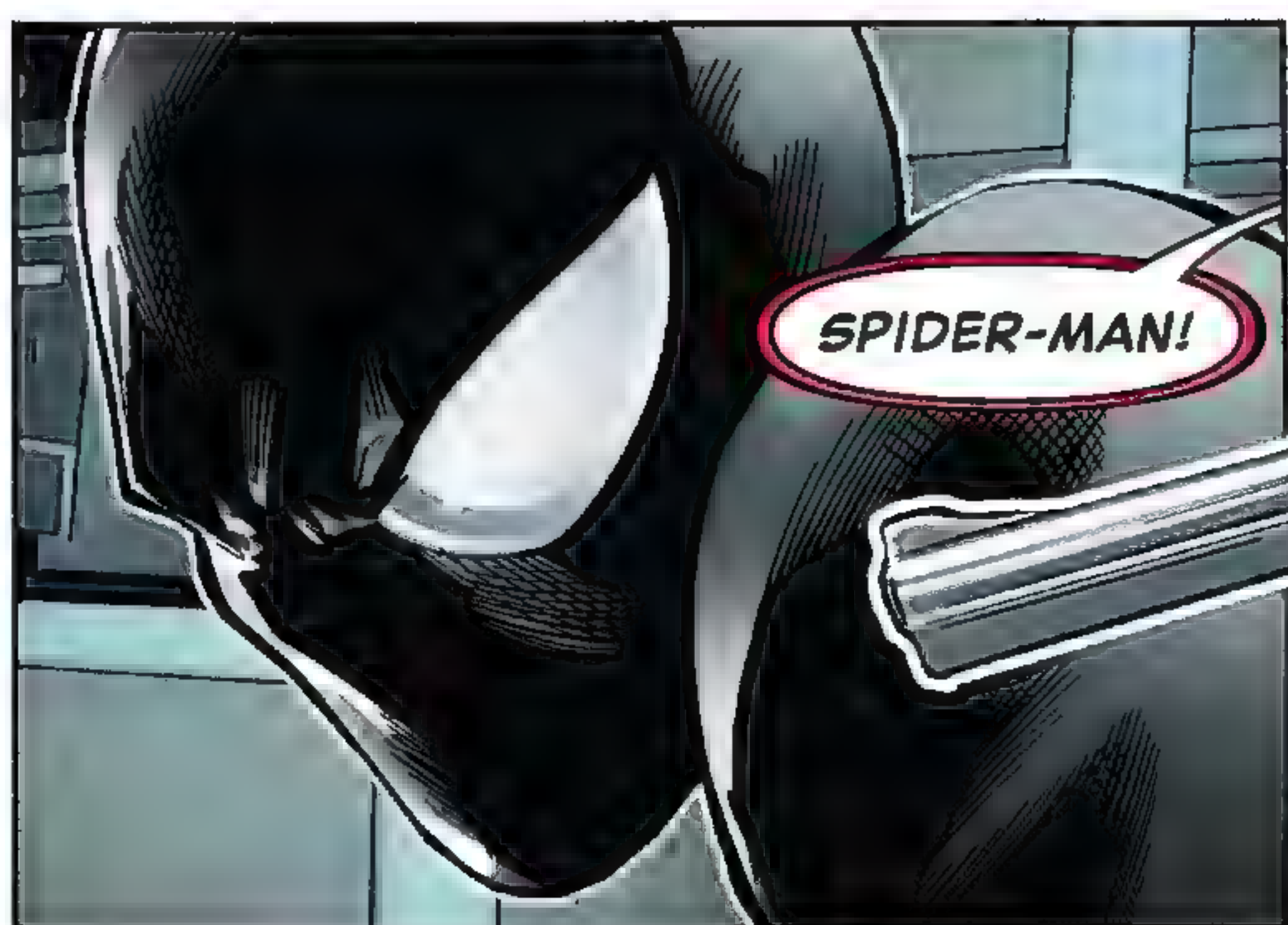
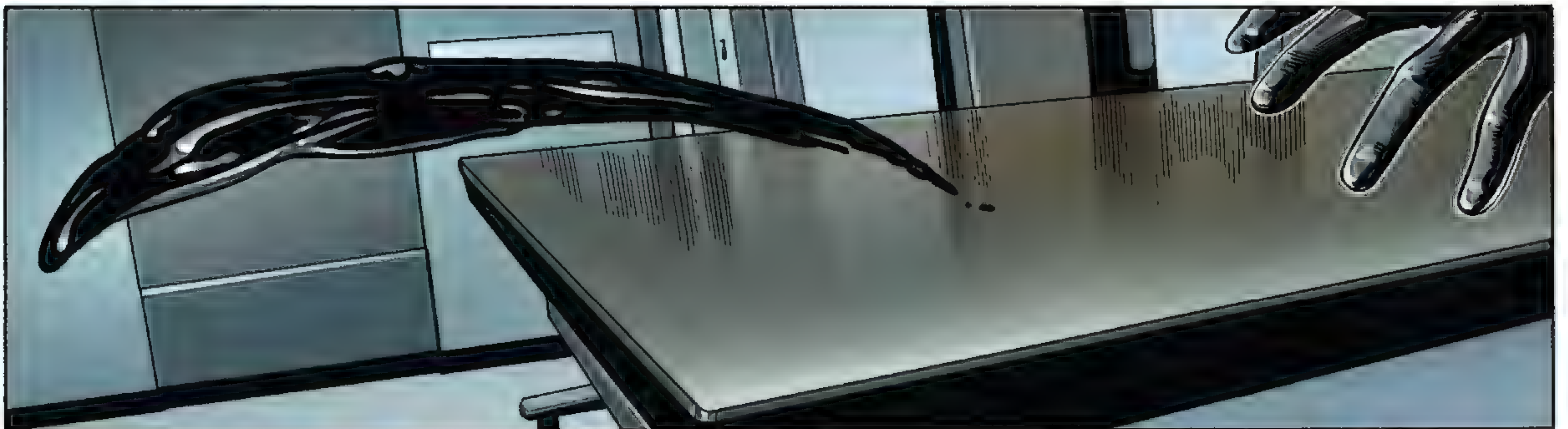
EH?



K-POW!

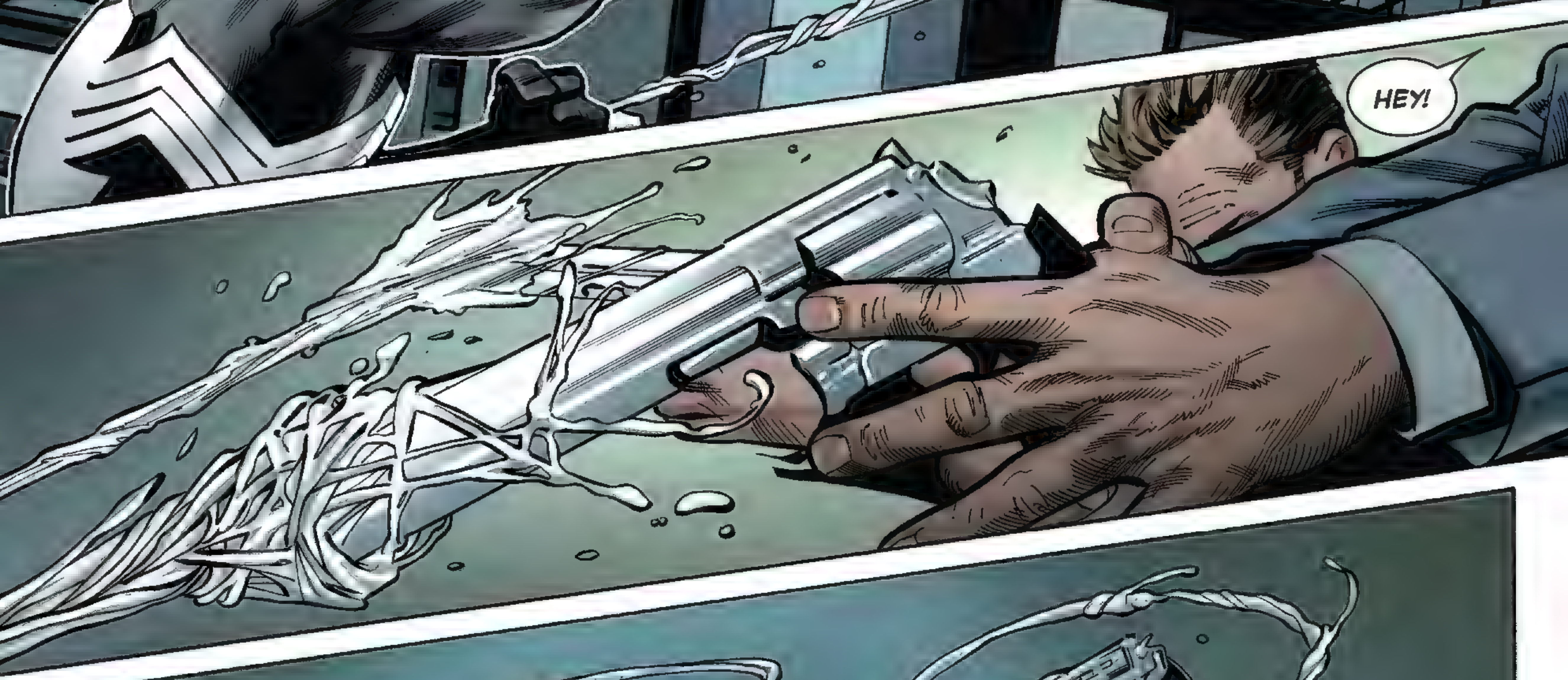
THUD

WHAT THE HELL WAS THAT?





THWIP



HEY!



YOU SON OF A--!

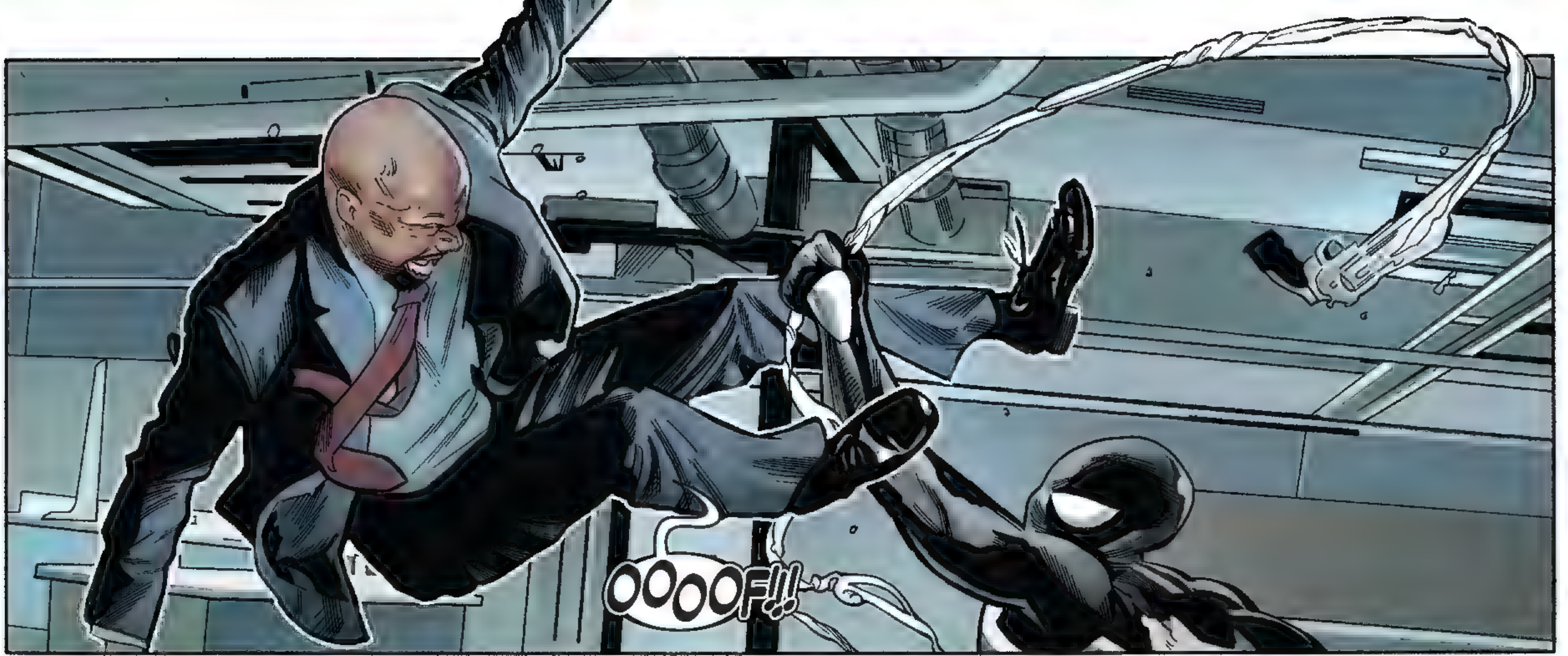


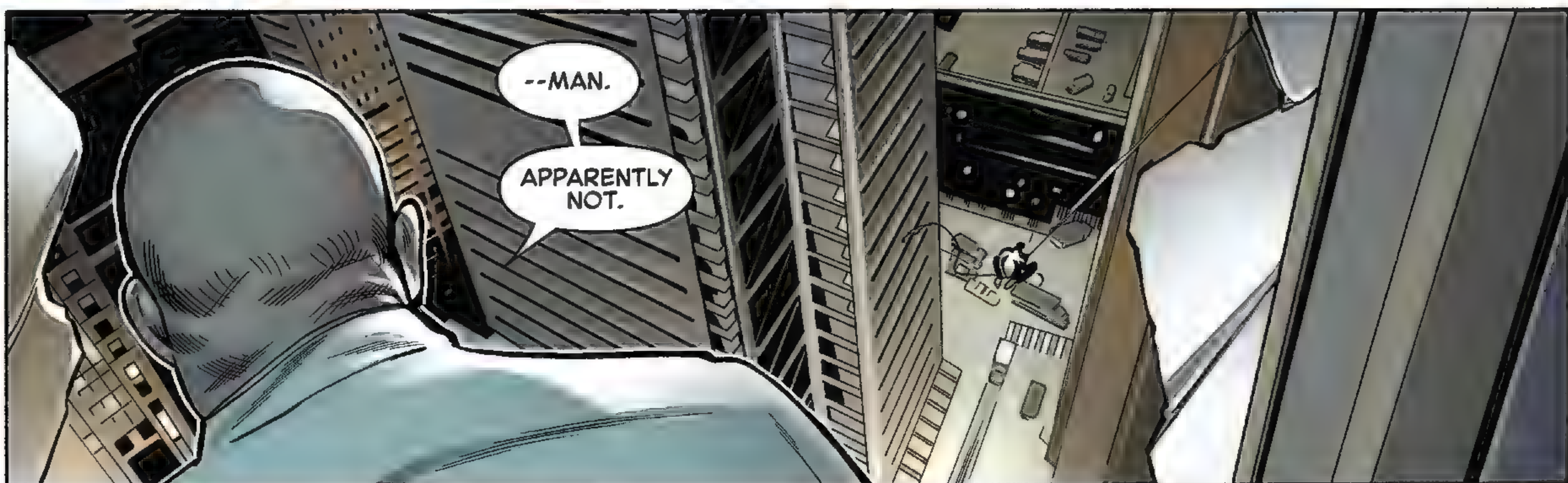
THWIP



SO YOU WANNA DANCE HAND-TO-HAND, MASKED MAN?

FINE! LET'S GO!







GLUUUG
KOFFFF

WAKY
WAKY.



SPIDER-MAN
PLACED TWO
OF MY MEN IN
THE HOSPITAL.
VENGEANCE MUST
BE EXACTED.

UNFORTUNATELY,
HE'S GONE. BUT
YOU'RE STILL
HERE.

I HAVE NO
IDEA WHAT
YOU'RE TALKING
ABOUT.



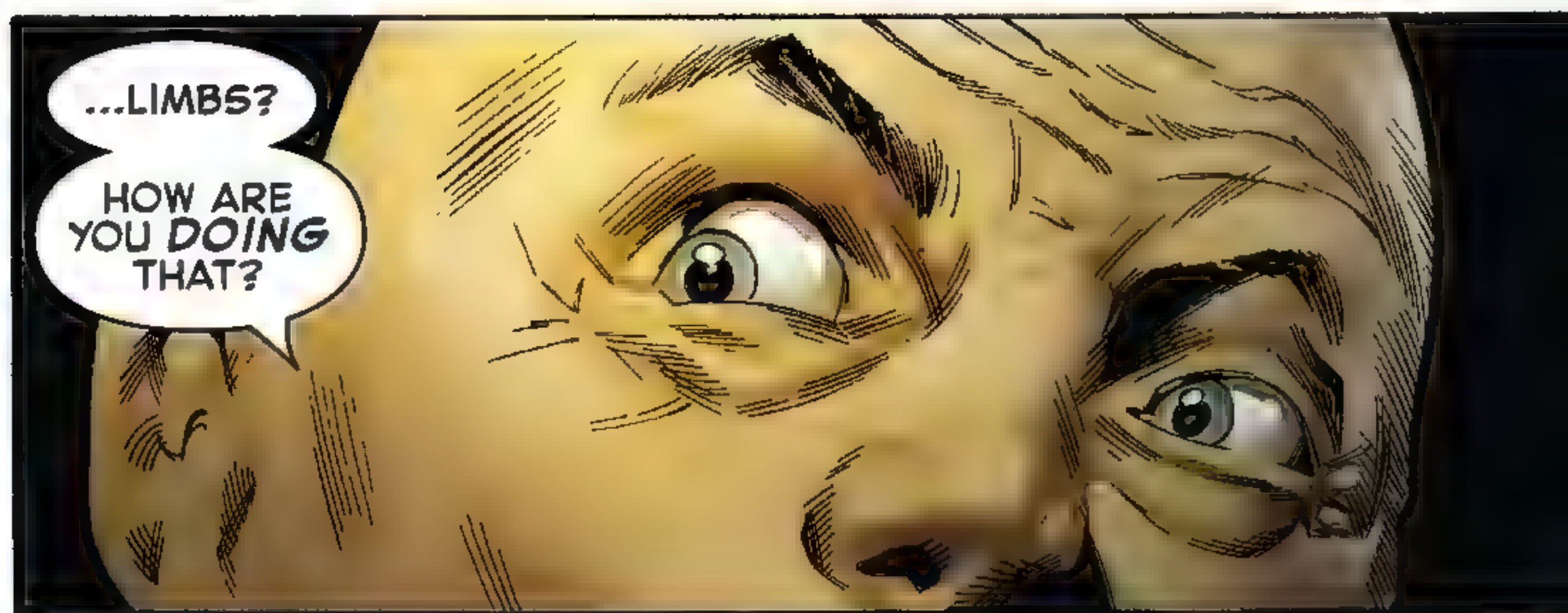
I DON'T
DO WELL WITH
PLEAS OF
IGNORANCE.

OOOOOFF!

THUD

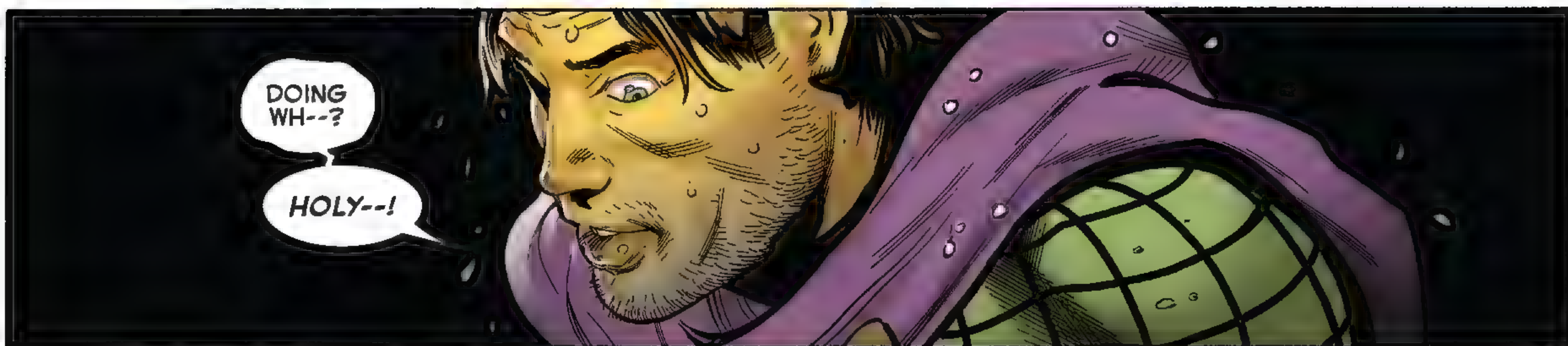


TELL ME
WHY YOU'RE HERE,
BECK. PERHAPS I'LL
BE *SPORTING* AND
LET YOU GO WITH
ONLY A COUPLE OF
BROKEN...



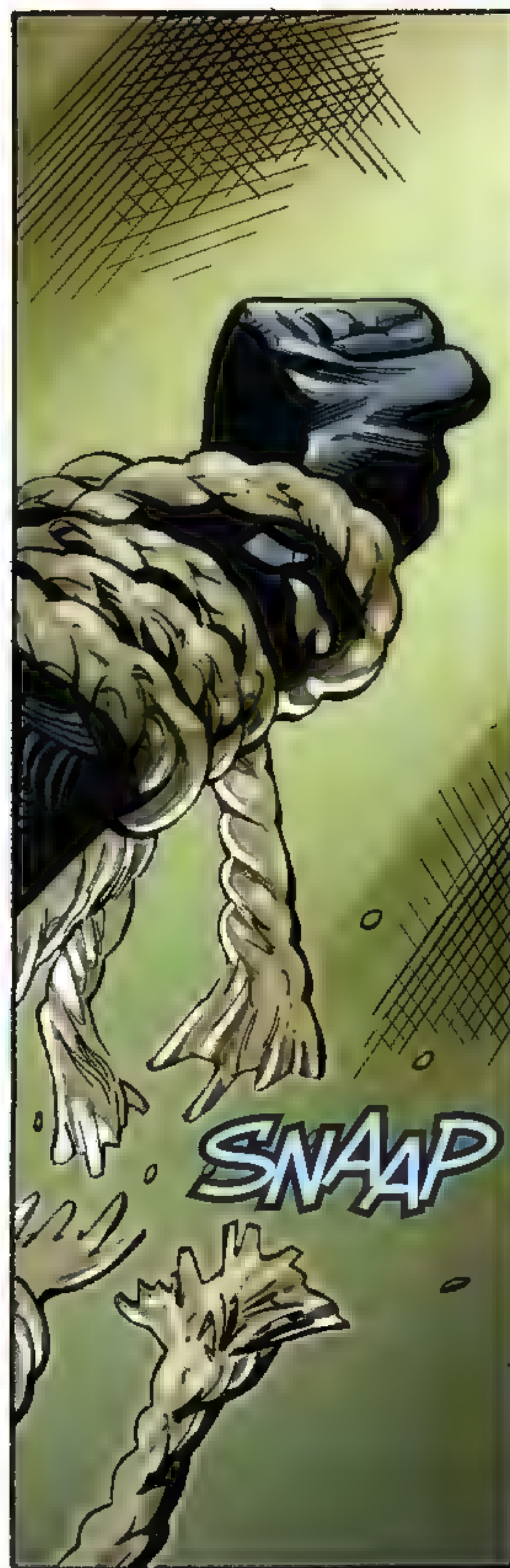
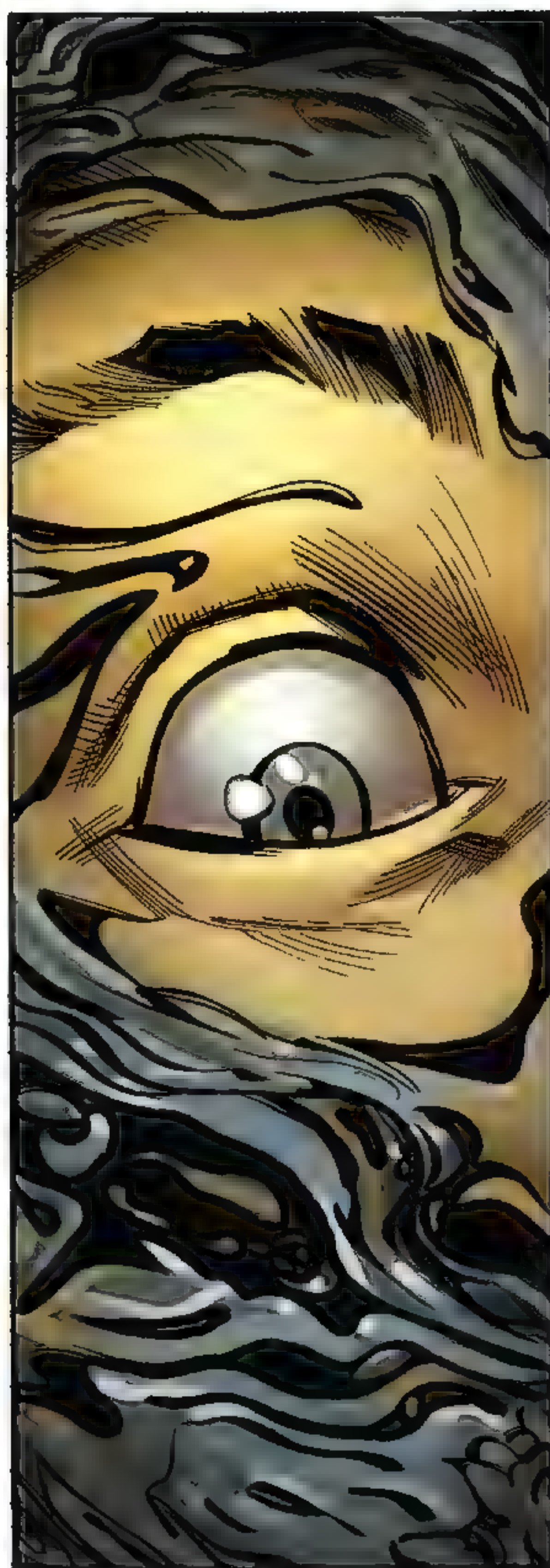
...LIMBS?

HOW ARE
YOU DOING
THAT?



DOING
WH--?

HOLY--!





...BUT
THAT WOULDN'T
BE *SPORTING*,
NOW WOULD
IT?



SIT
DOWN!

GOT
A GOOD
GRIP?
EXCELLENT.



DID
YOU KNOW
THE KINGPIN
IS ACTUALLY THE
CENTER PIN IN
A BOWLING
RACK?

IT'S CALLED
THAT BECAUSE
YOU HAVE TO HIT
THAT PIN WITH YOUR
BALL TO KNOCK
DOWN THE
OTHERS.

BUT I BET
YOU DON'T
GO BOWLING
MUCH.



IT'S
SORT OF
LIKE THIS.



FAREWELL,
WILSON. I HAVE
A BUG TO
SMASH.

PLEASE
GIVE MY
REGARDS TO
YOUR LOVELY
WIFE.

AND
PRAY I DON'T
RETURN.



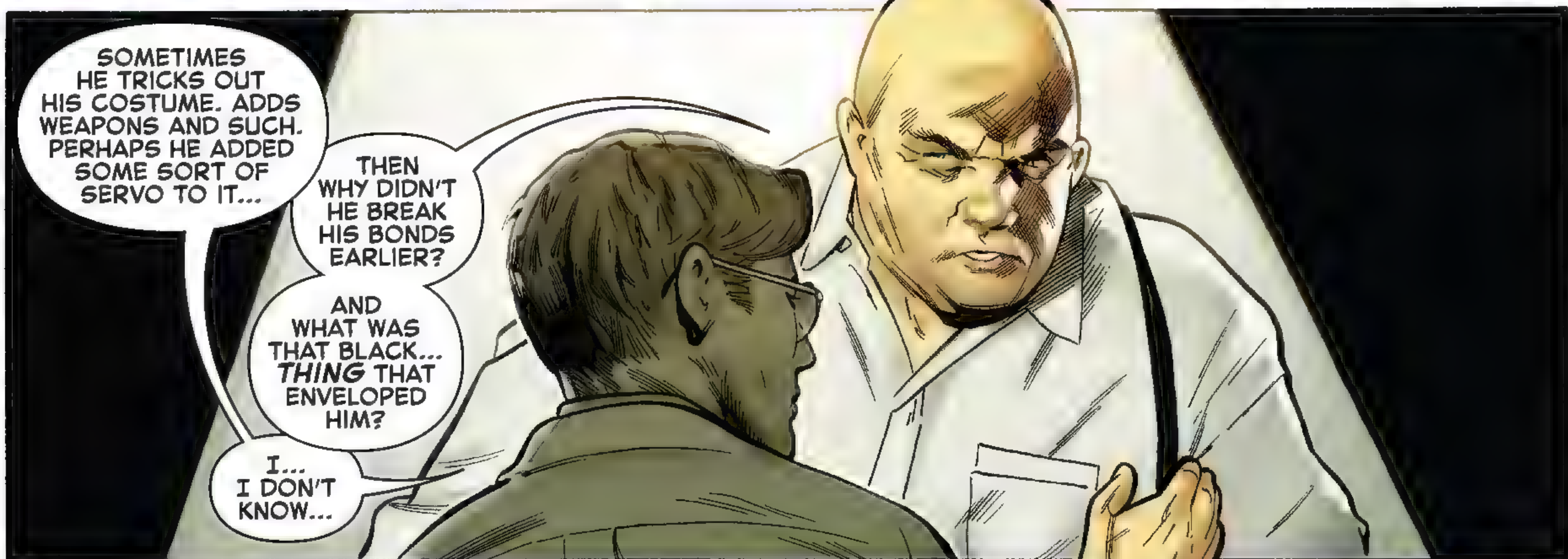
IT WON'T
GO WELL FOR
YOU IF I DO.



YOU OKAY,
BOSS?

YES, OF
COURSE! I'M
FINE!

HOW IN THE
WORLD DID HE
DO THAT? MYSTERIO
HAS NO HISTORY
OF SUPERIOR
STRENGTH!



SOMETIMES
HE TRICKS OUT
HIS COSTUME. ADDS
WEAPONS AND SUCH.
PERHAPS HE ADDED
SOME SORT OF
SERVO TO IT...

THEN
WHY DIDN'T
HE BREAK
HIS BONDS
EARLIER?

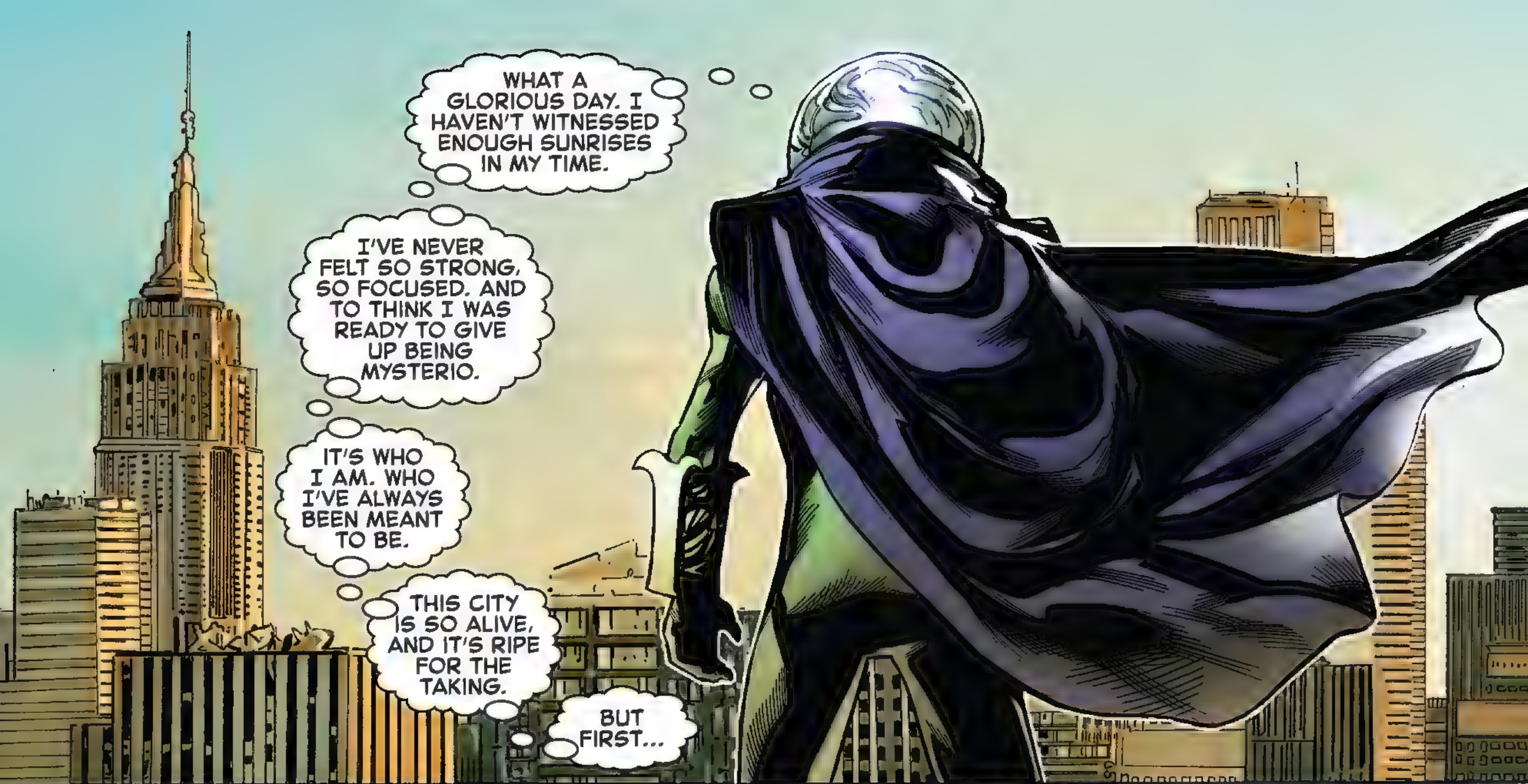
AND
WHAT WAS
THAT BLACK...
THING THAT
ENVELOPED
HIM?

I...
I DON'T
KNOW...



FIND
OUT!

YES,
SIR.



WHAT A GLORIOUS DAY. I HAVEN'T WITNESSED ENOUGH SUNRISES IN MY TIME.

I'VE NEVER FELT SO STRONG, SO FOCUSED. AND TO THINK I WAS READY TO GIVE UP BEING MYSTERIO.

IT'S WHO I AM. WHO I'VE ALWAYS BEEN MEANT TO BE.

THIS CITY IS SO ALIVE, AND IT'S RIPE FOR THE TAKING.

BUT FIRST...



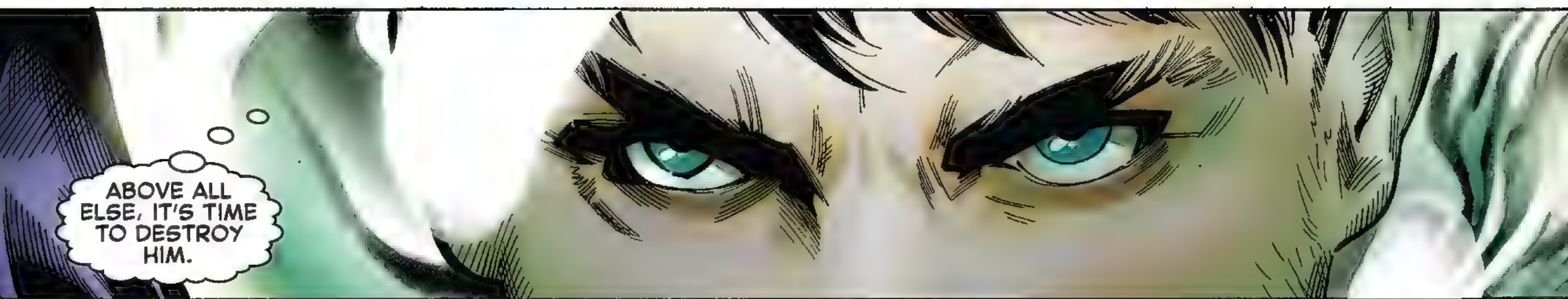
...I MUST RETRIEVE THE REMAINDER OF THIS UNIQUE COSTUME.

THE SLIVER BLACK CAT STOLE FROM SPIDER-MAN HAS MERGED WITH MY OWN COSTUME AND MADE ME MARGINALLY STRONGER.

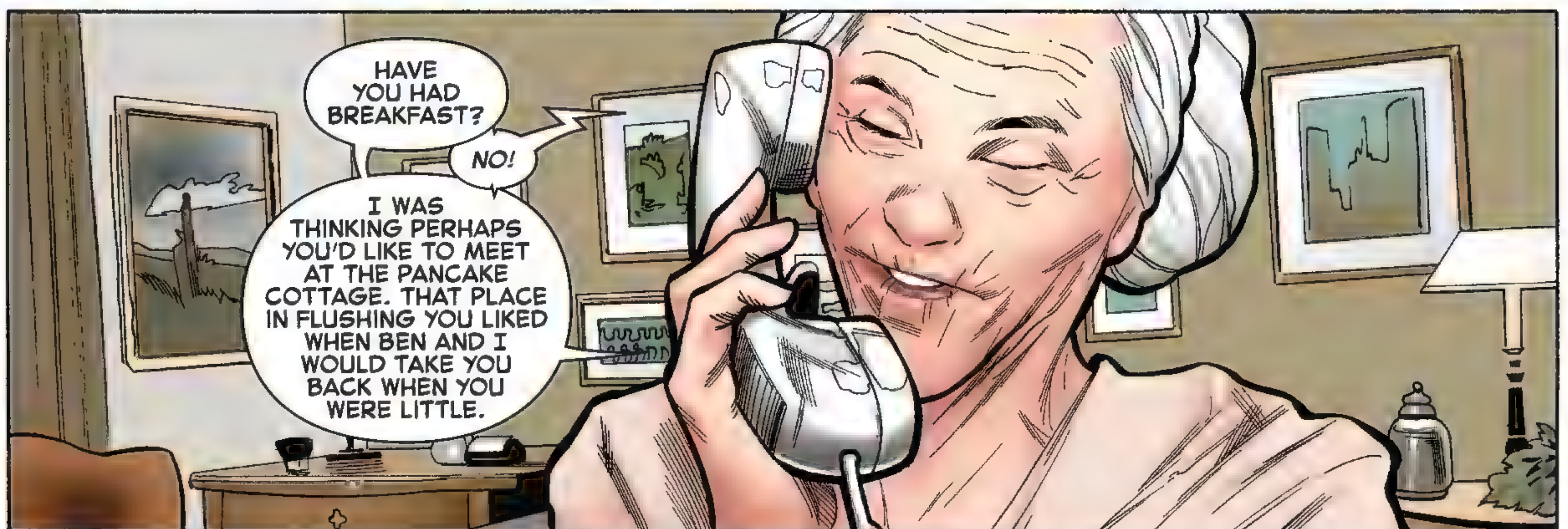
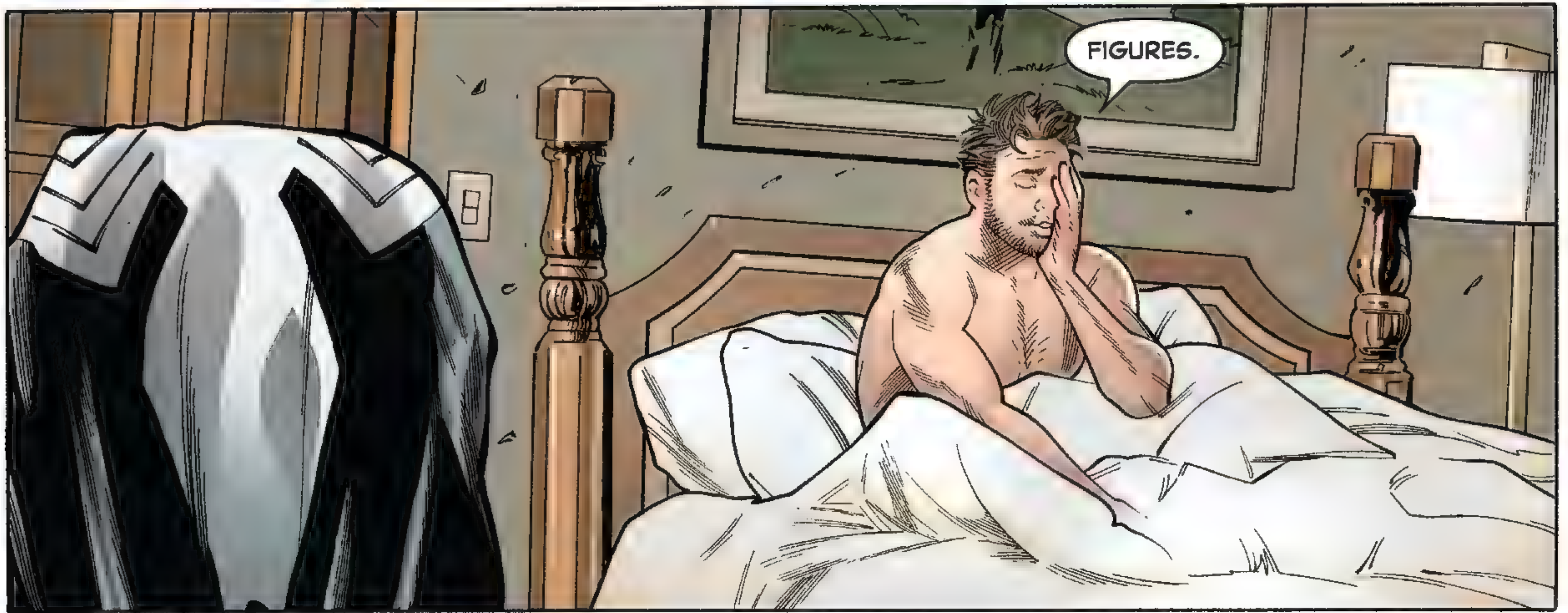
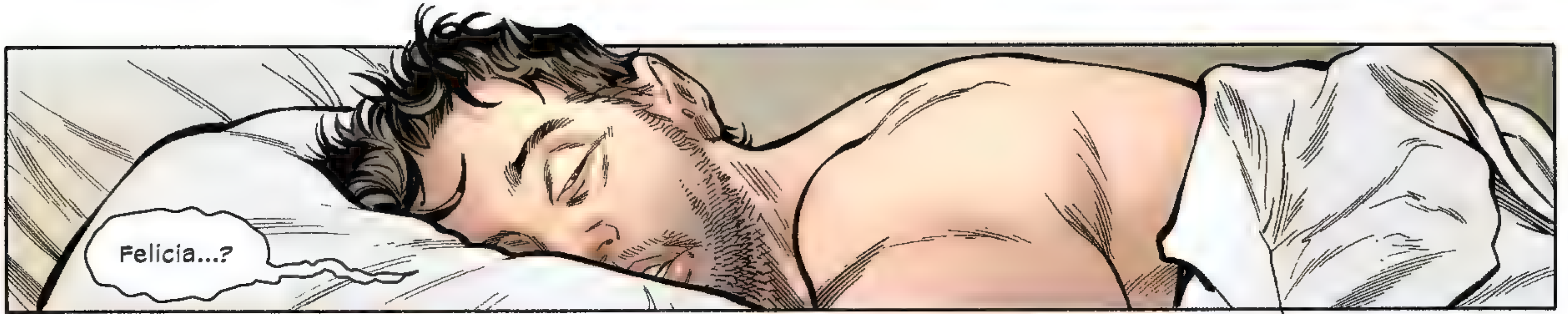
BUT MARGINALLY IS NOT NEARLY ENOUGH. I NEED ALL OF IT.

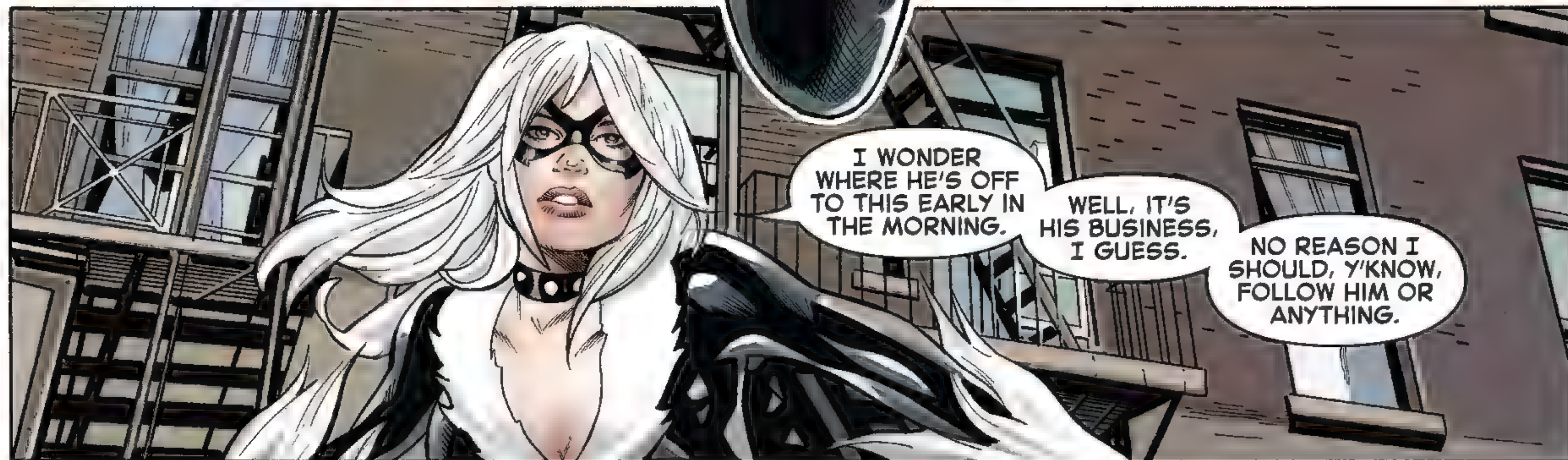
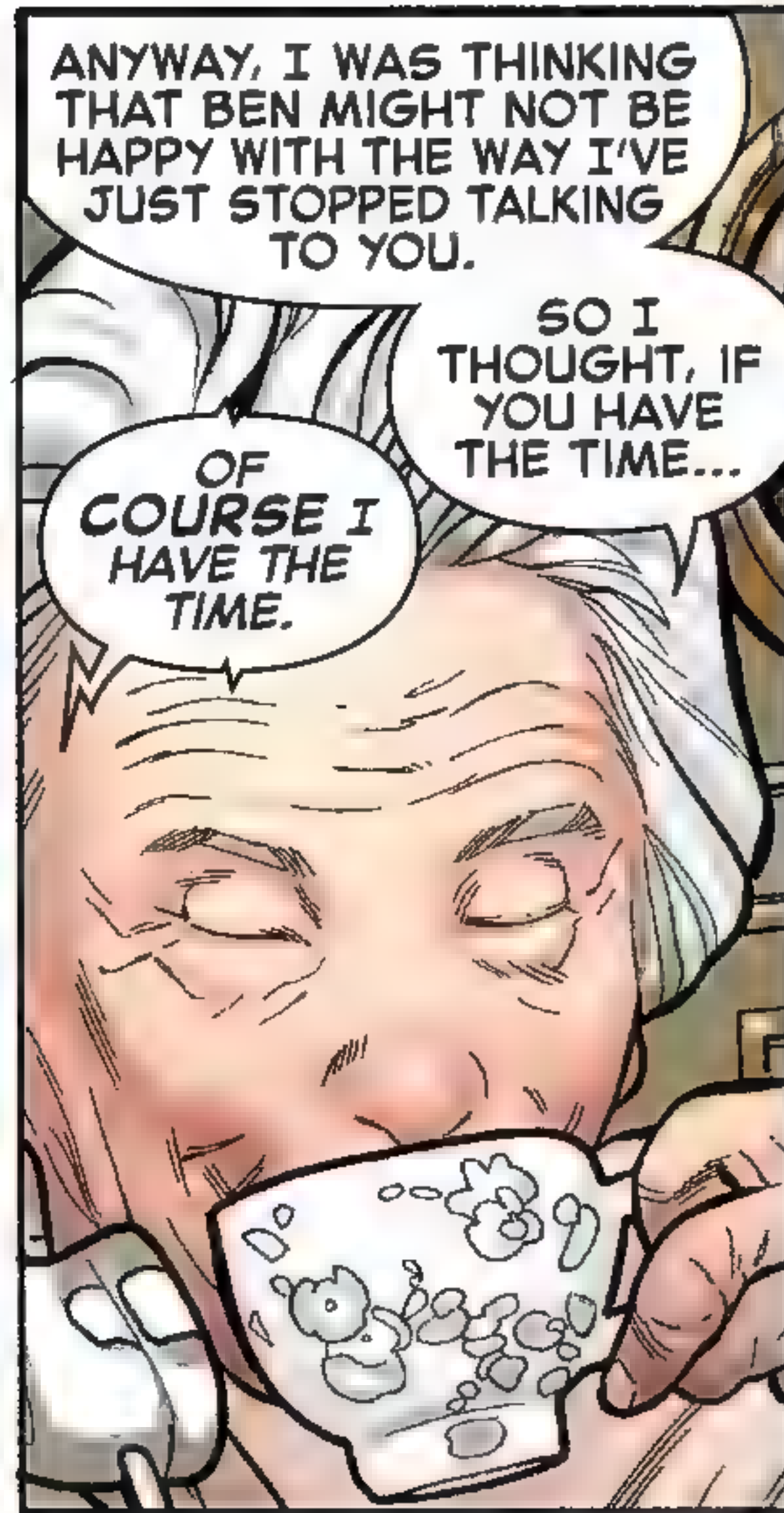
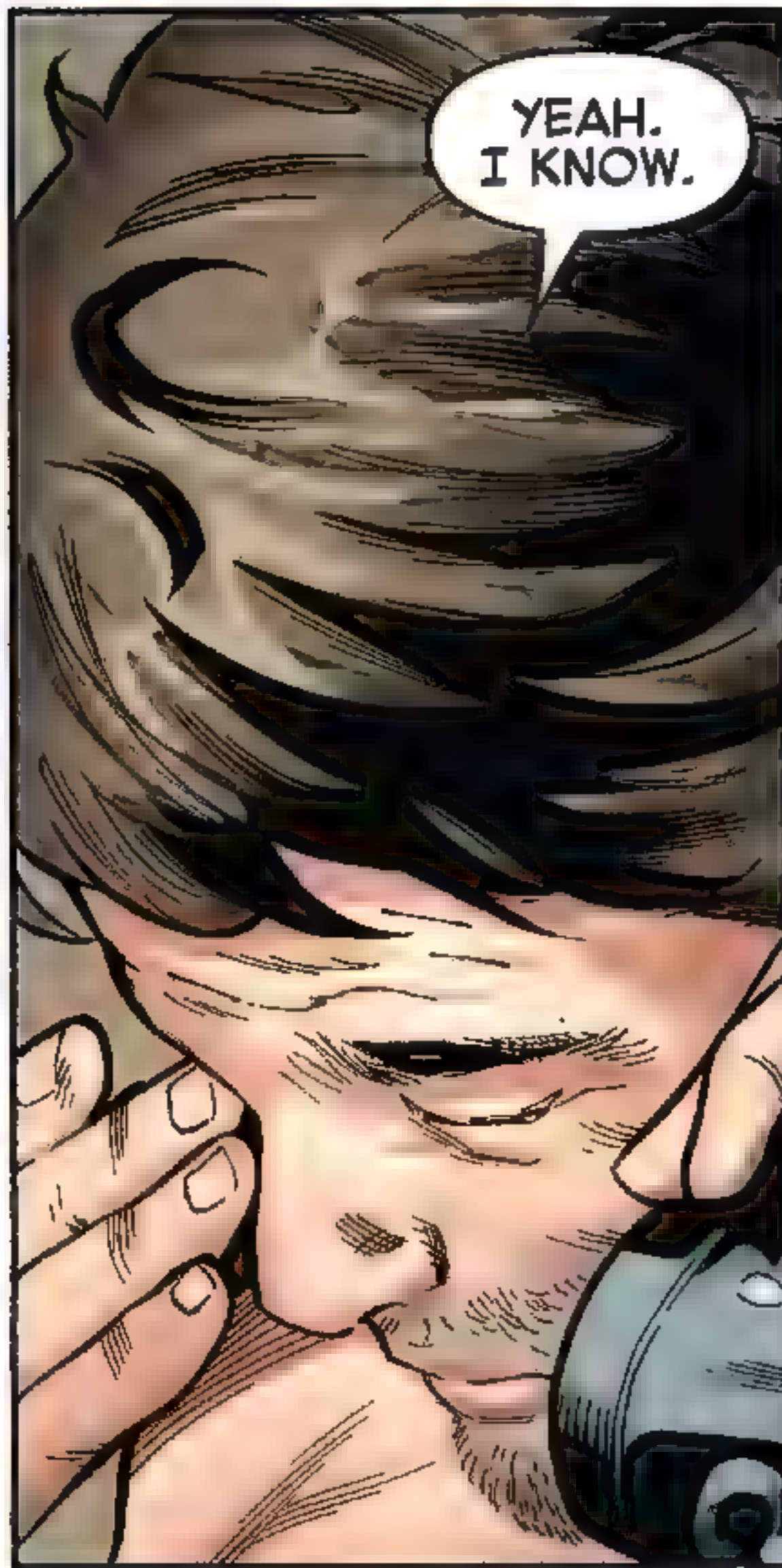
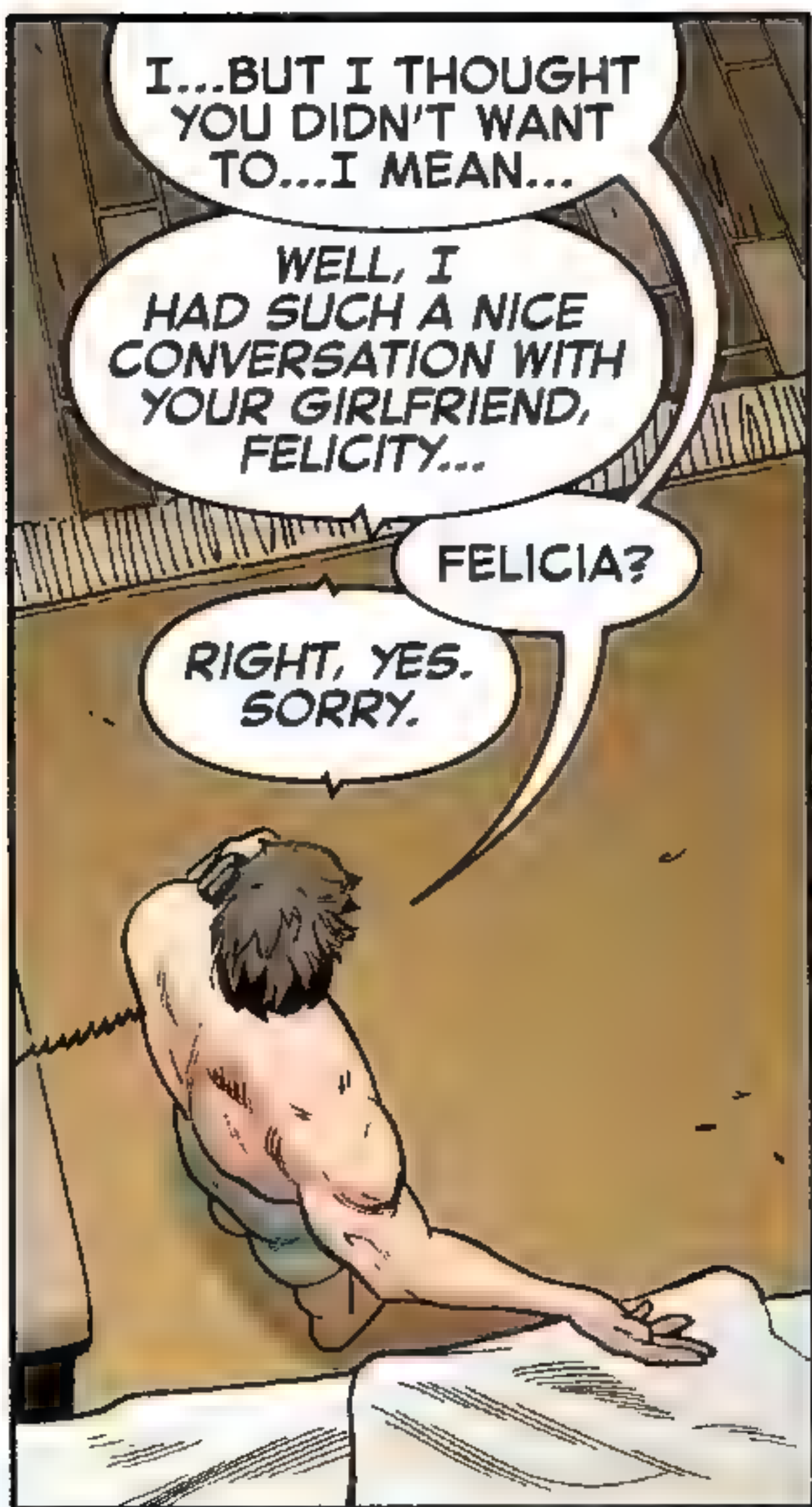


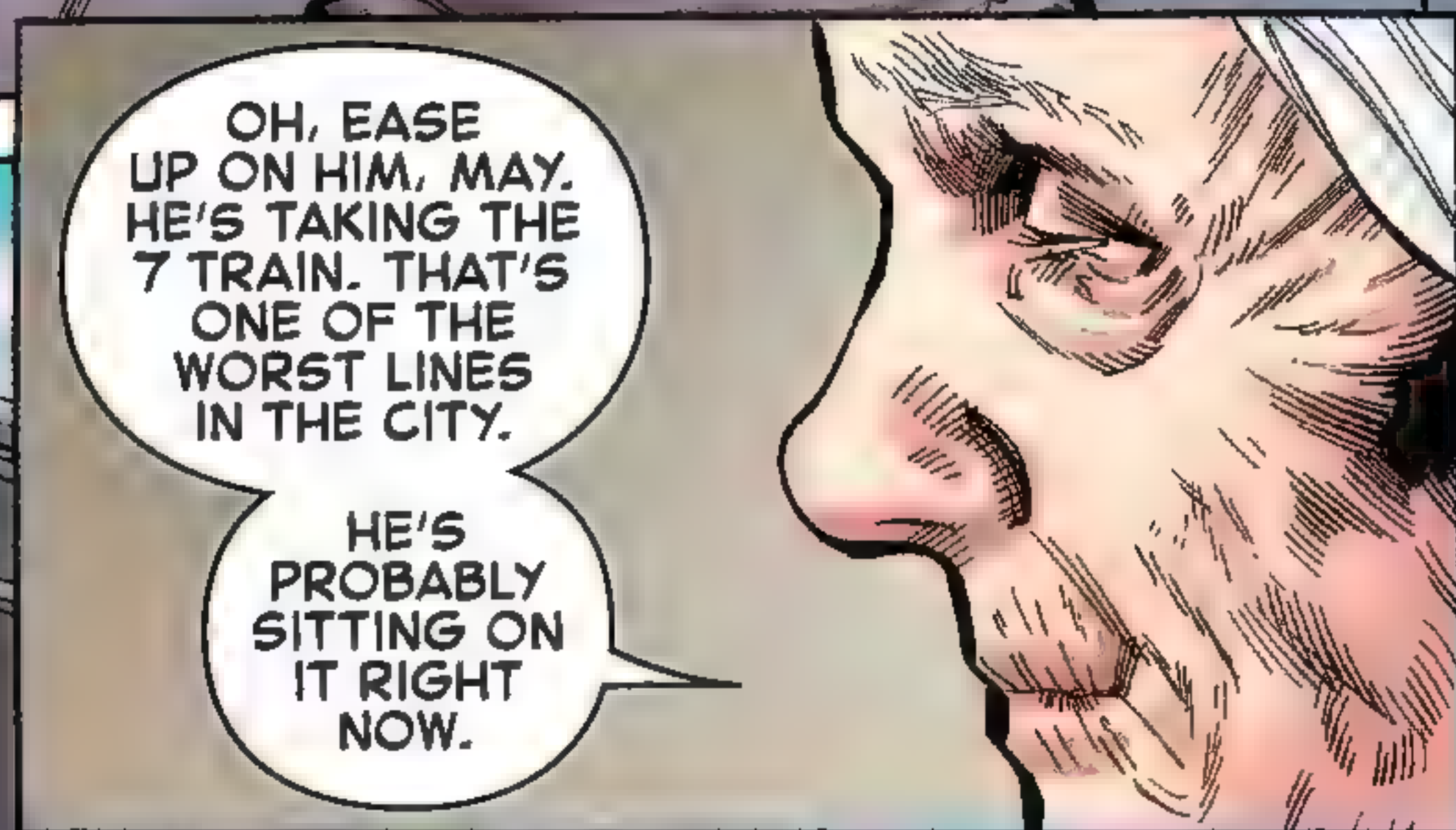
SPIDER-MAN.

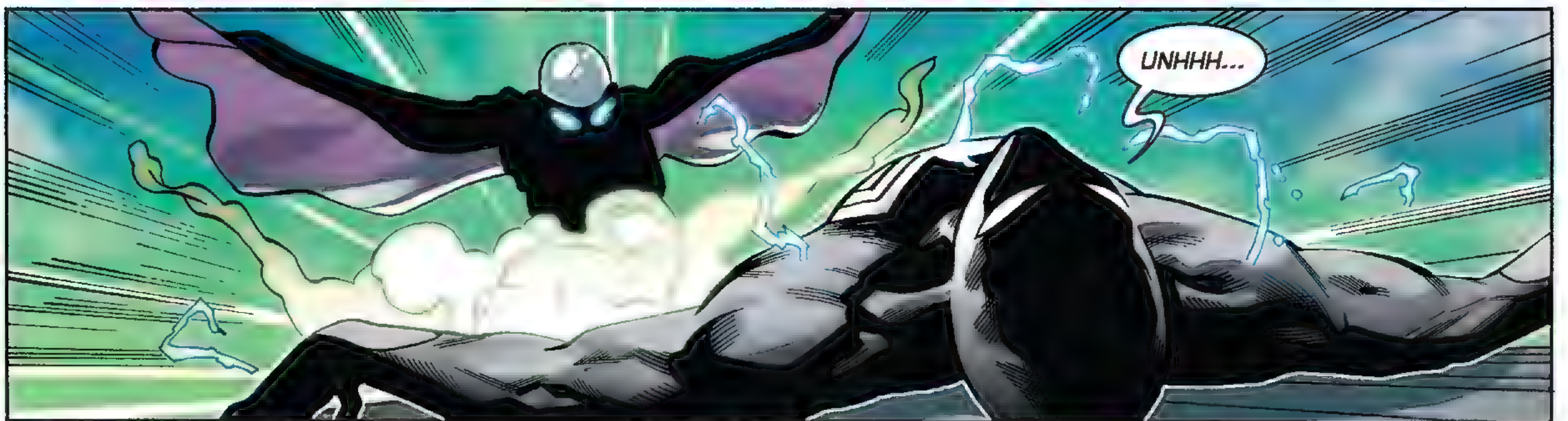
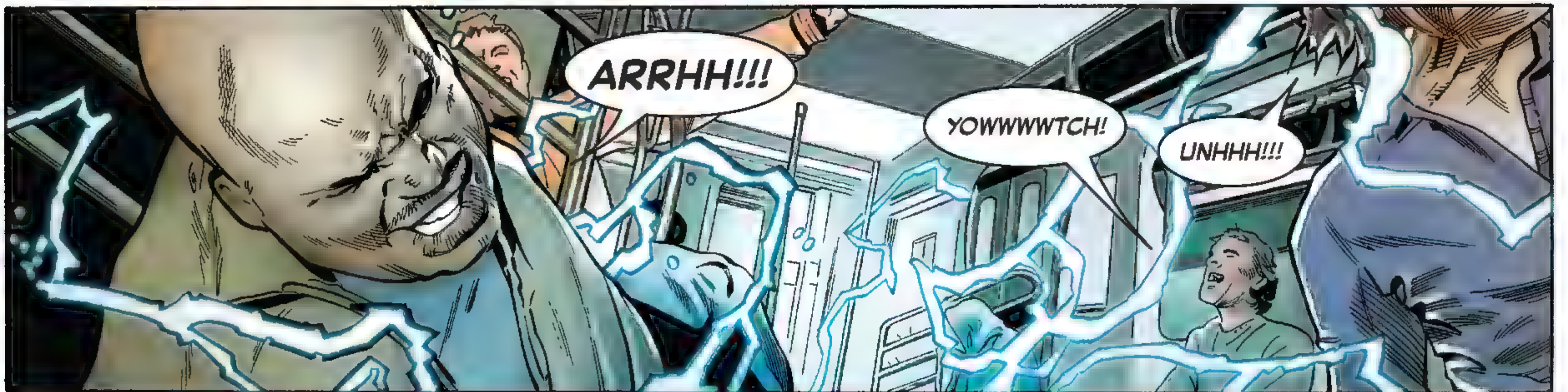


ABOVE ALL ELSE, IT'S TIME TO DESTROY HIM.













ON TOP OF
THE 7 TRAIN.
QUEENS.

FOR YEARS,
I'VE FEARED
YOUR STRENGTH,
SPIDER-MAN!
TRICKED MY WAY
AROUND IT!

NO
MORE!

TODAY IT
ENDS!

HOLY...



NEXT STOP,
WILLETS POINT
BOULEVARD, SHEA
STADIUM.

LET'S GO
METS.



WUMMMMF

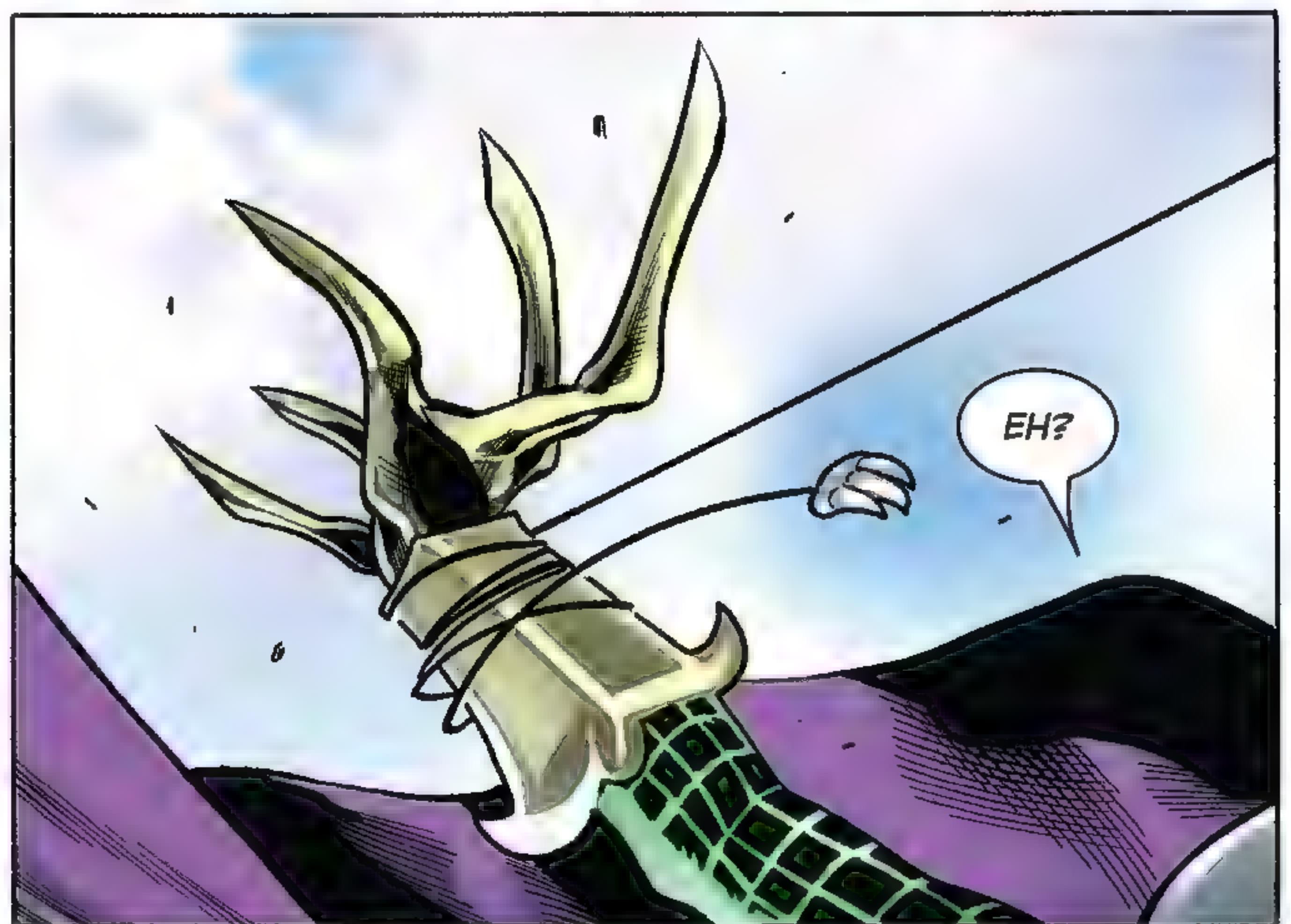


WUUNNN

THAT
ALL YOU'VE
GOT?

HAVE
TO ADMIT,
I'M ALMOST
DISAPPOINTED.









SHOOT YOU
MORE COFFEE,
MA'AM?



NO, THANK
YOU.

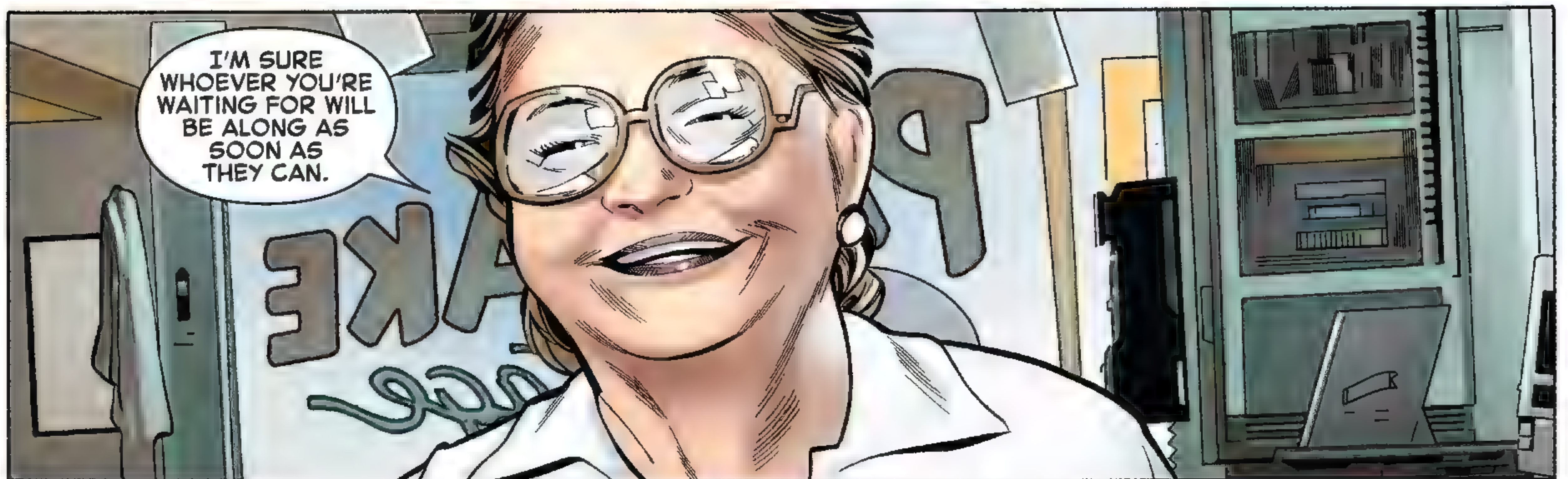
WHAT TIME
IS IT? DO YOU
KNOW?

A LITTLE
PAST ELEVEN.
WAITING FOR
SOMEONE?

FOR
AN HOUR.
MAYBE THE
SUBWAYS AREN'T
WORKING...



WELL, IF
HE'S TAKING
THE 7, IT SEEMS
TO BE RUNNING. I
CAN SEE THE
TRACKS FROM
HERE.



I'M SURE
WHOEVER YOU'RE
WAITING FOR WILL
BE ALONG AS
SOON AS
THEY CAN.

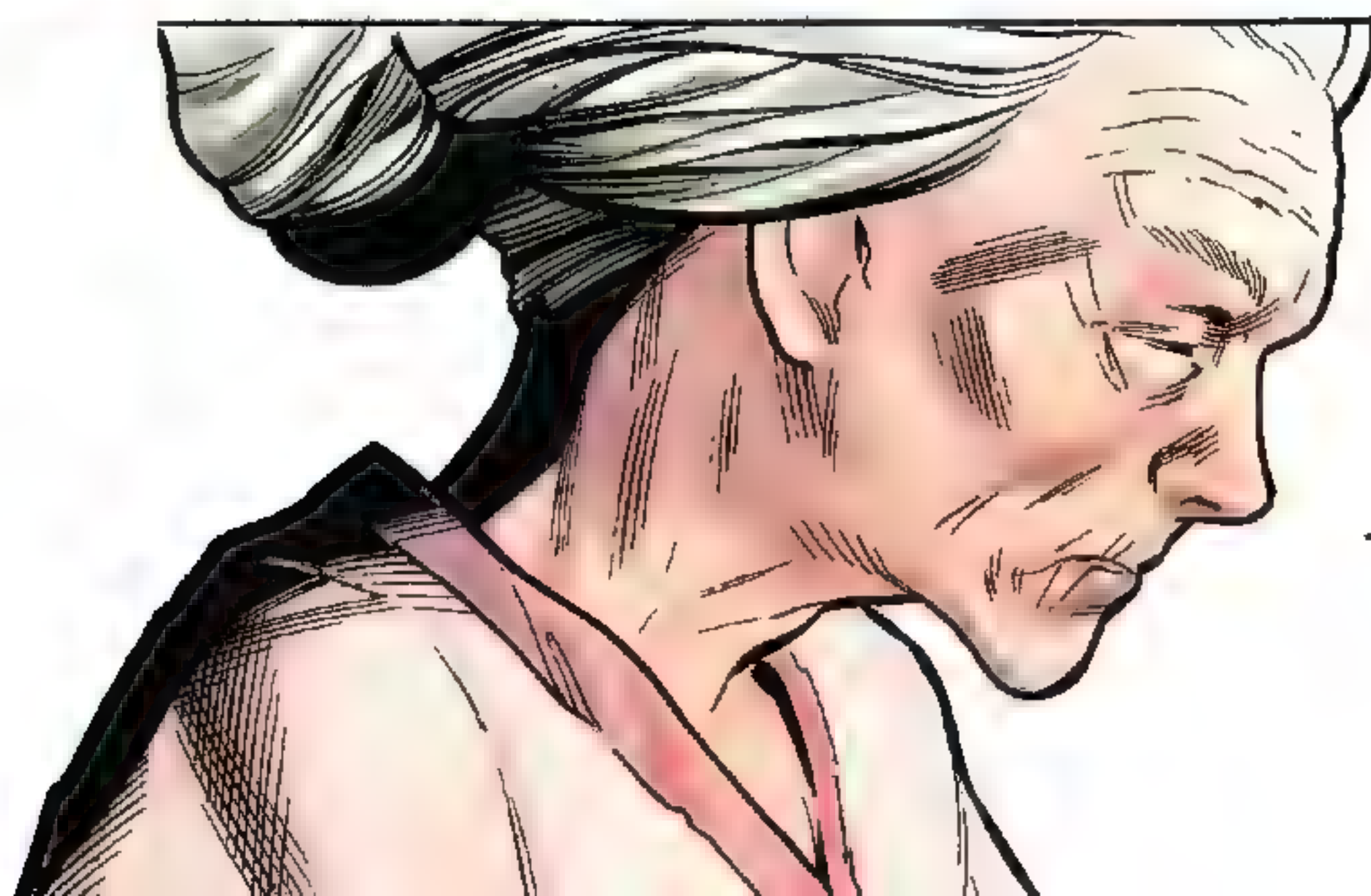


OH, I'M NOT
SO SURE ABOUT
THAT. HE'S VERY
BUSY THESE
DAYS.

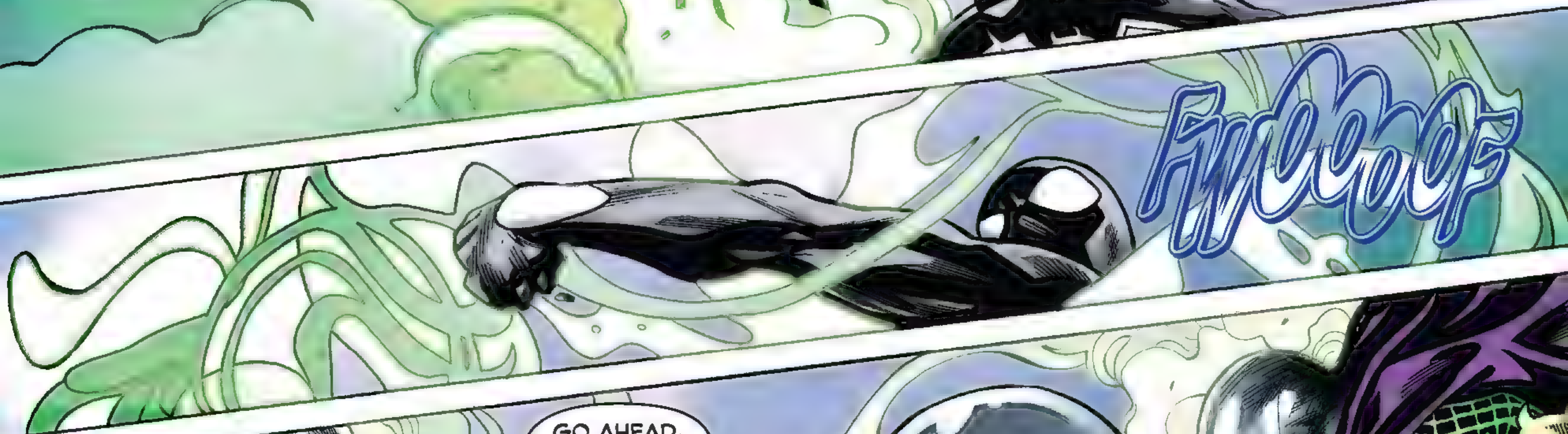
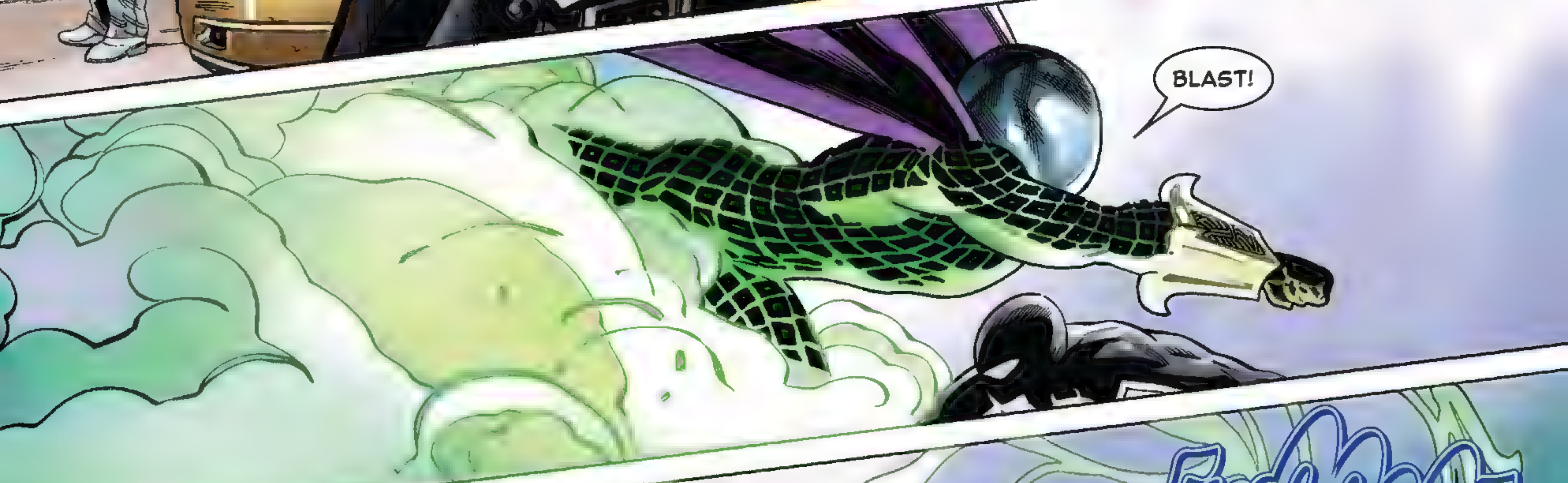
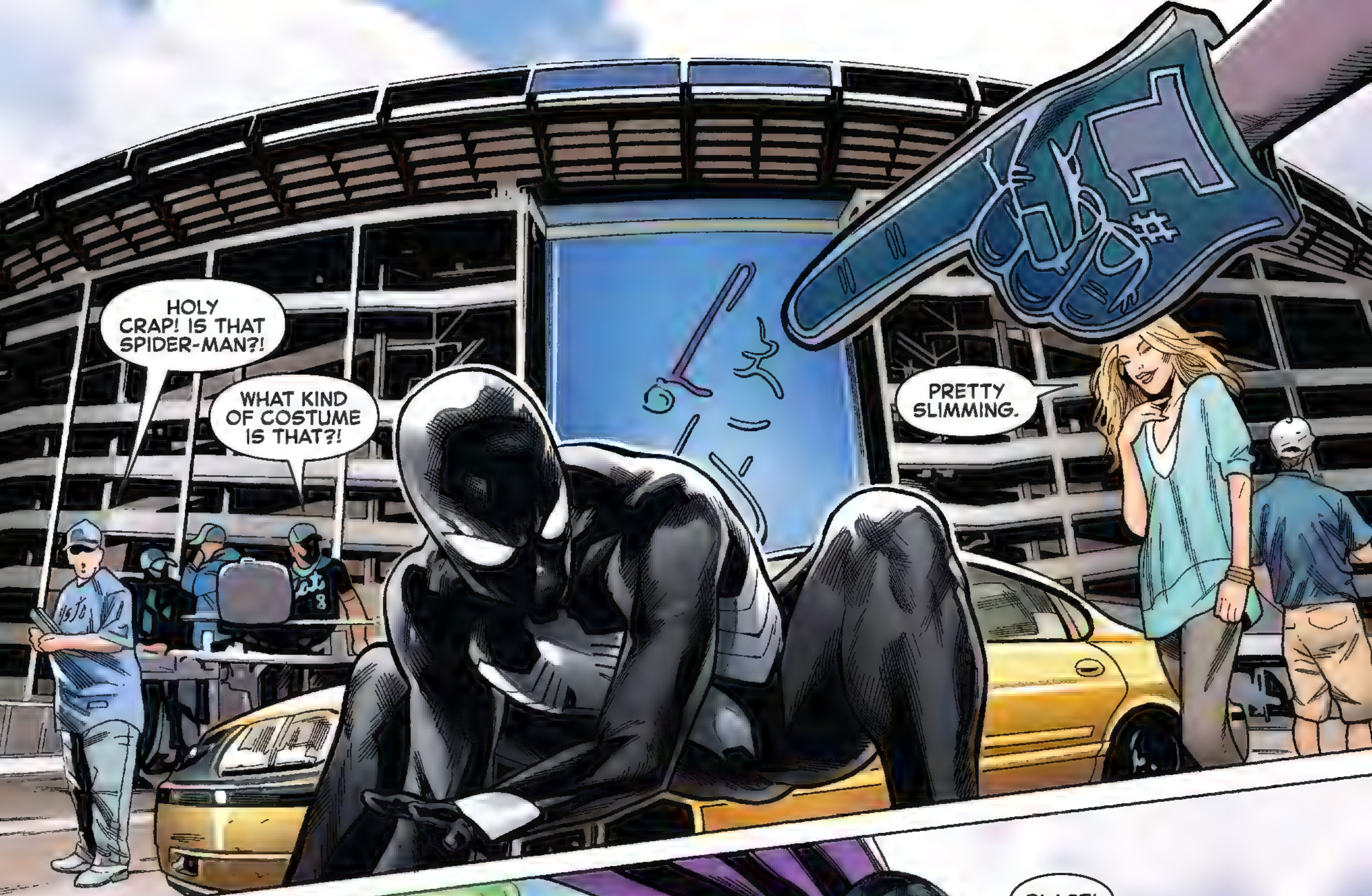
DOING
WHAT?

NOTHING
THAT I KNOW
OF. HE WAS A
STUDENT. NOW
HE'S...NOTHING
REALLY.

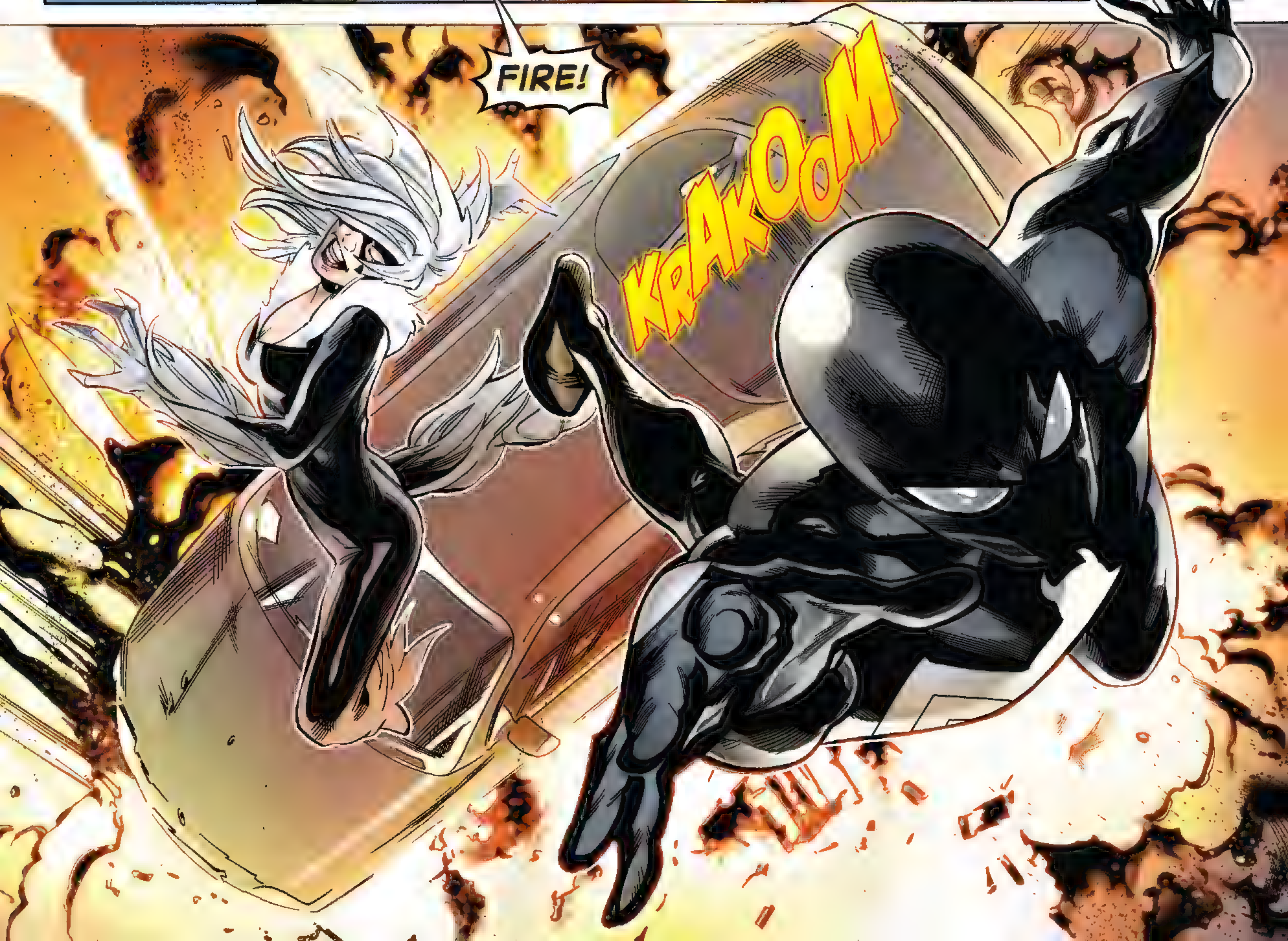
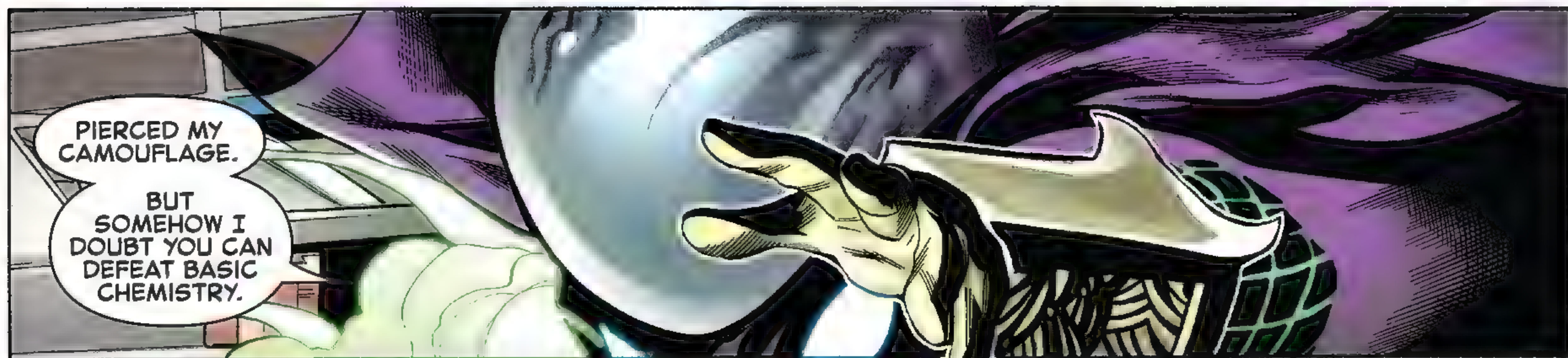
SOUNDS A
LITTLE HARSH,
MA'AM.

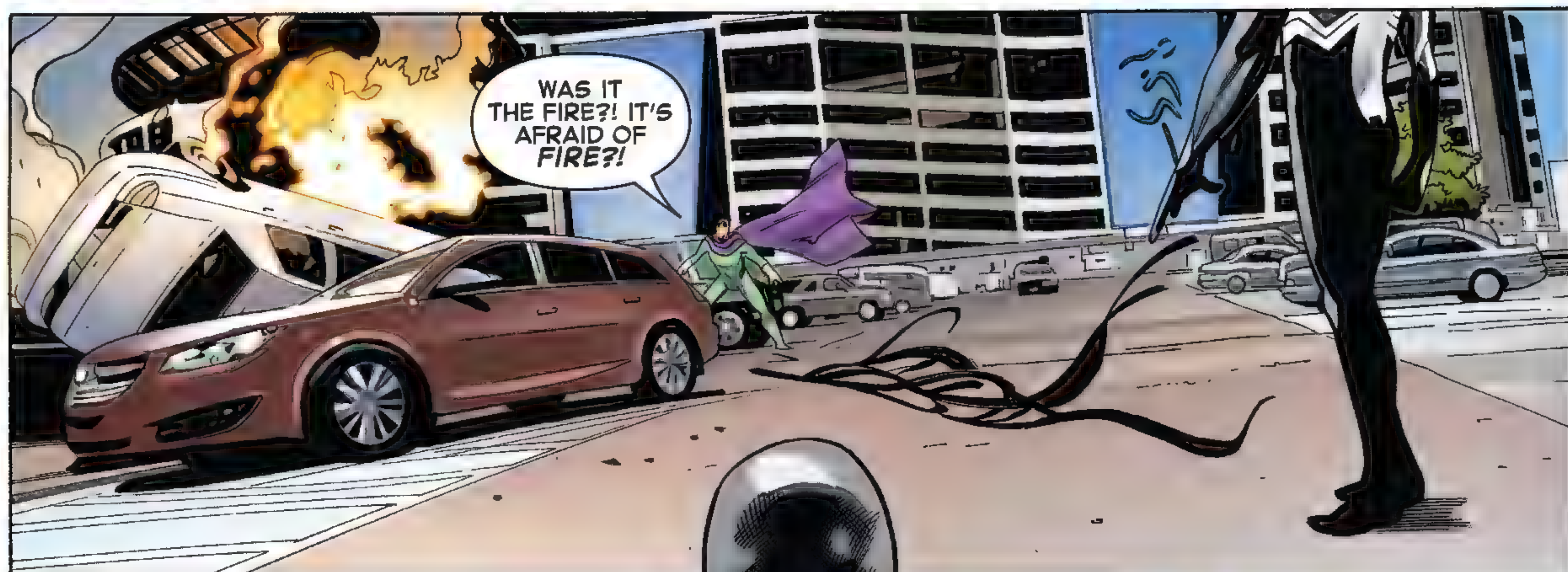


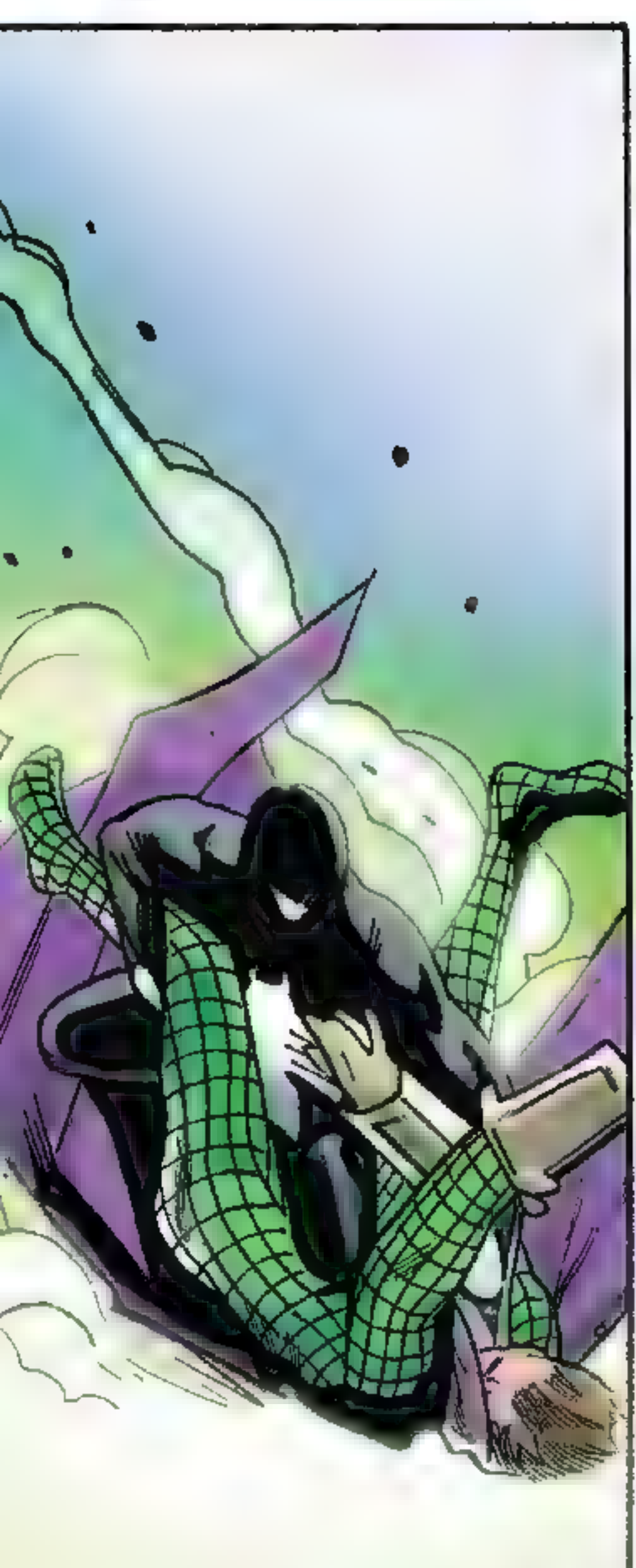
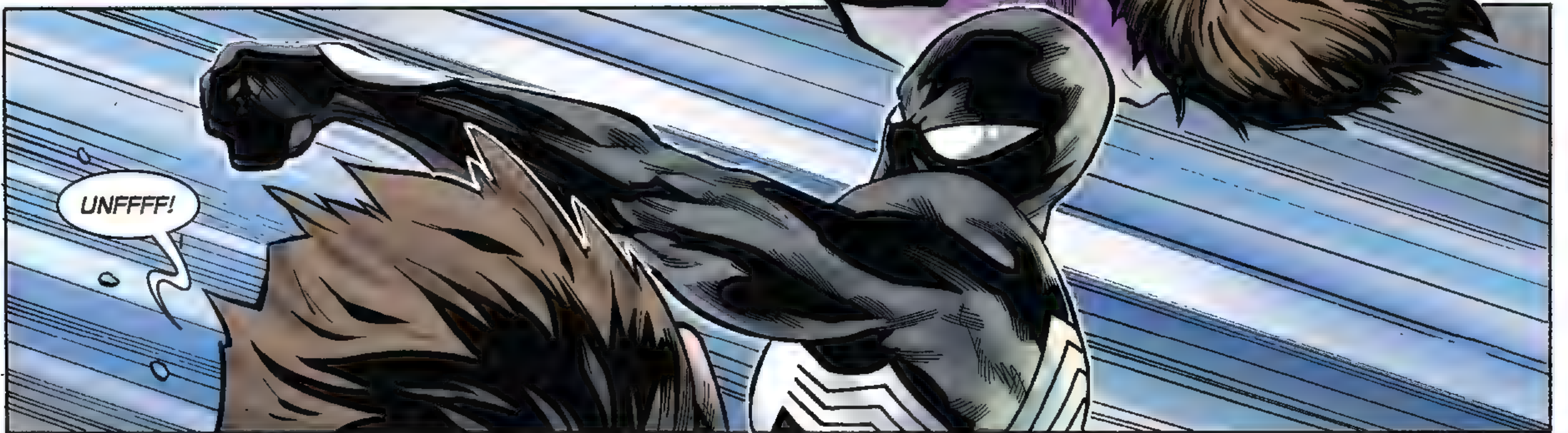
TRUST
ME, MY DEAR:
IT'S A HARSH
WORLD.











DON'T.
PLEASE DON'T.
I KNOW YOU'RE
ANGRY, BUT
SPIDER...

THIS
ISN'T
YOU.

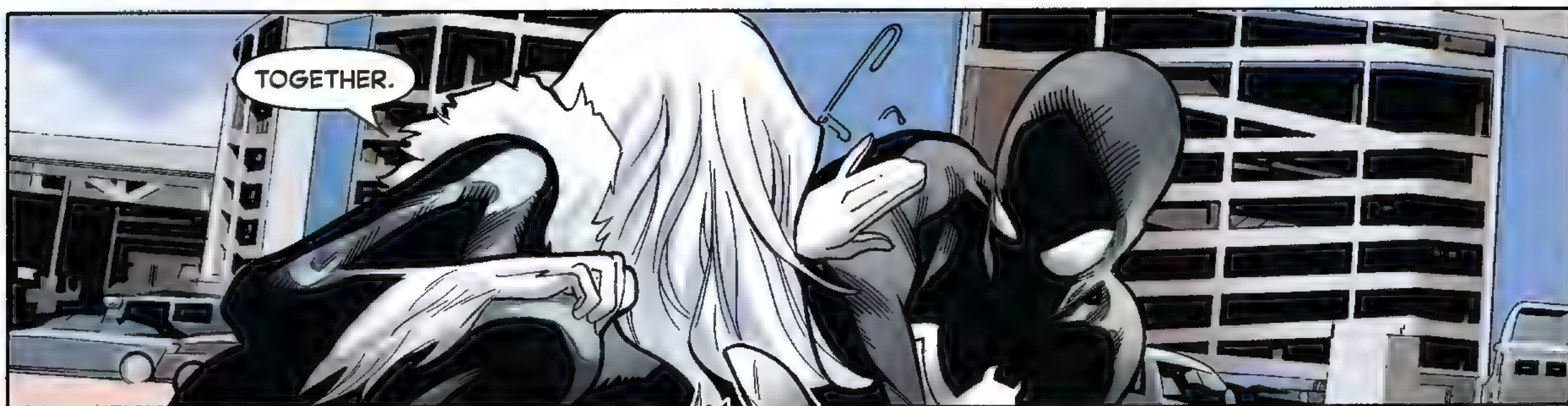


IT DOESN'T
HAVE TO ALWAYS
BE...THIS.

LET MYSTERIO
GO. LET ALL OF
THIS GO AND LET
IT BE US.



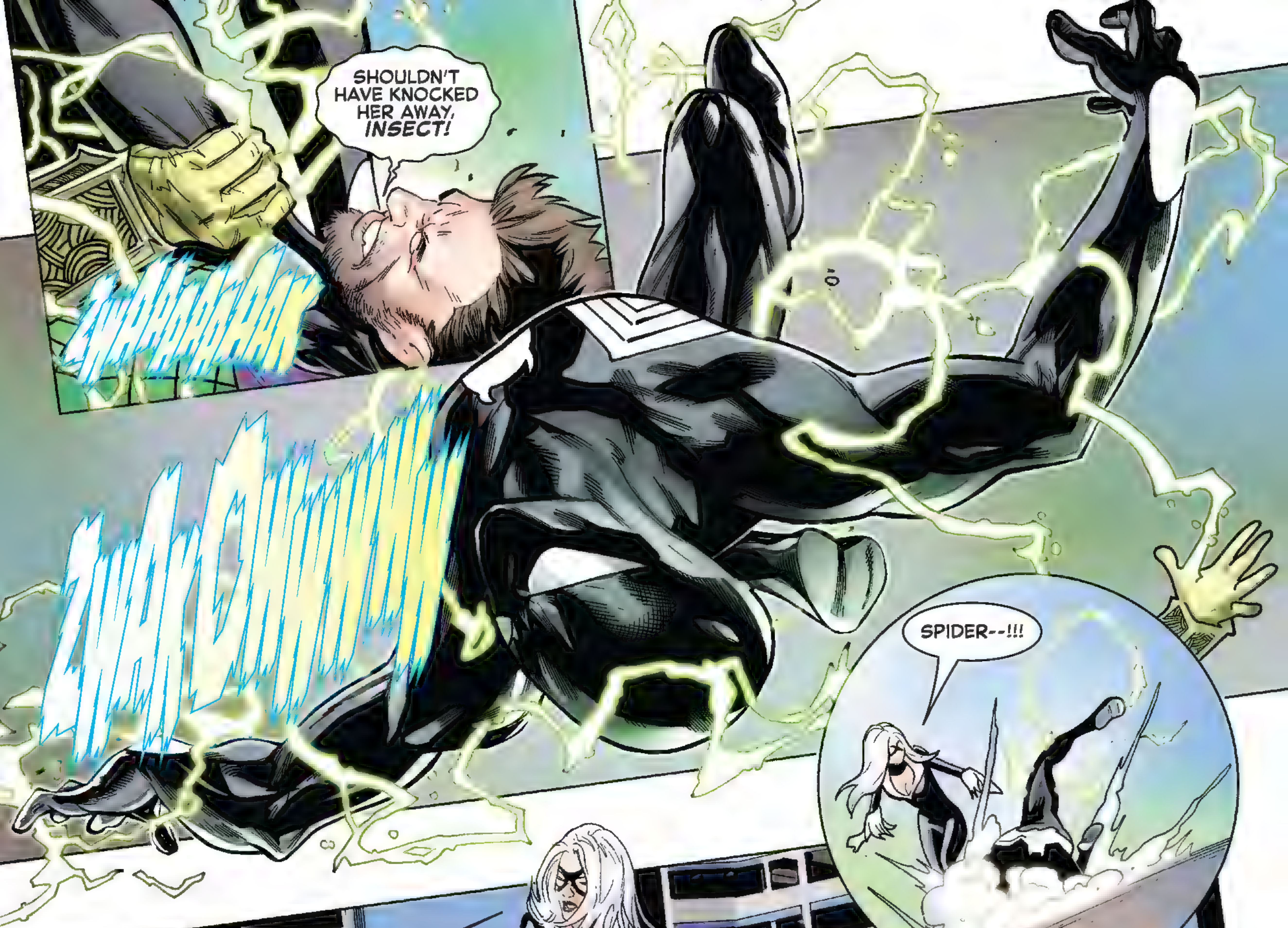
TOGETHER.



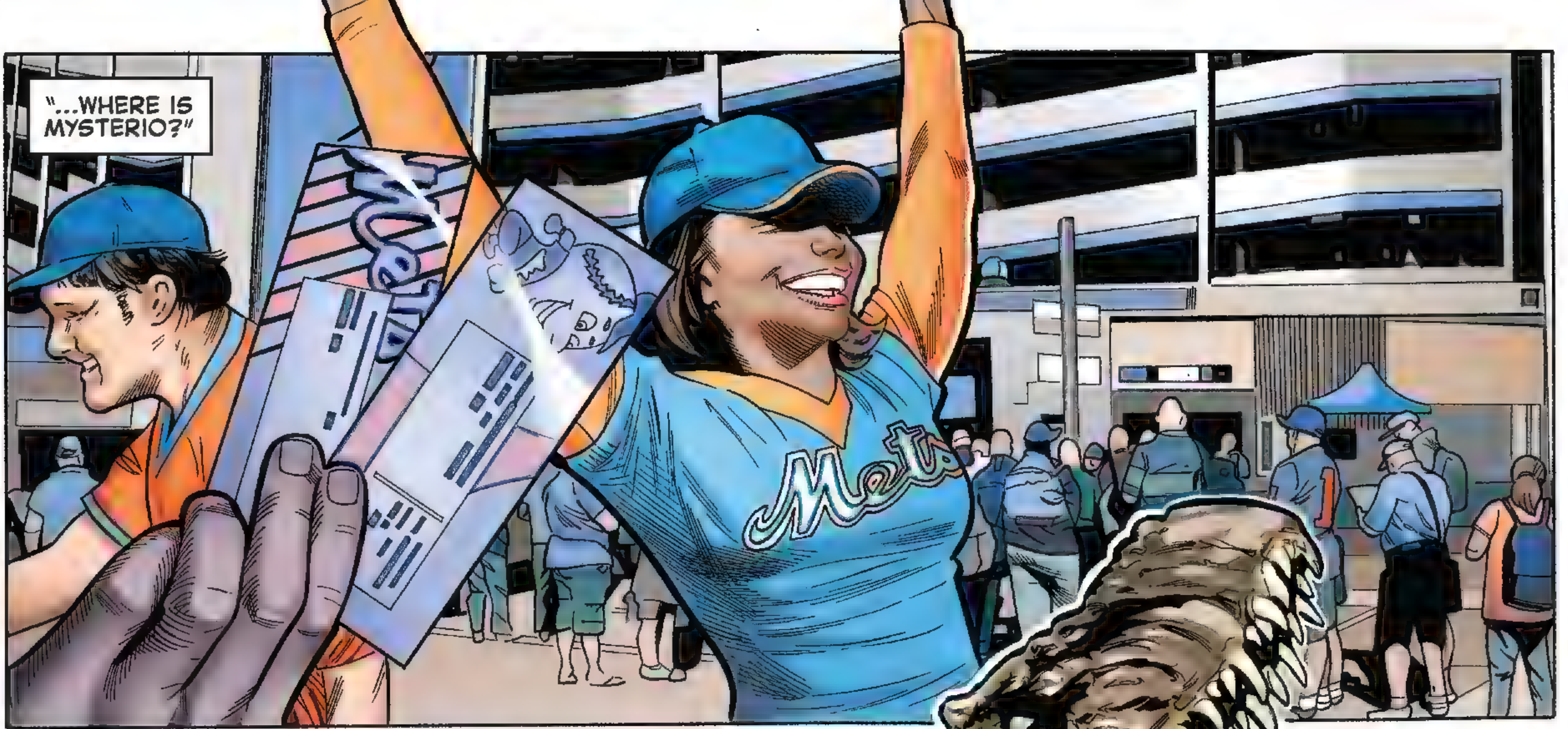
OOOOF!

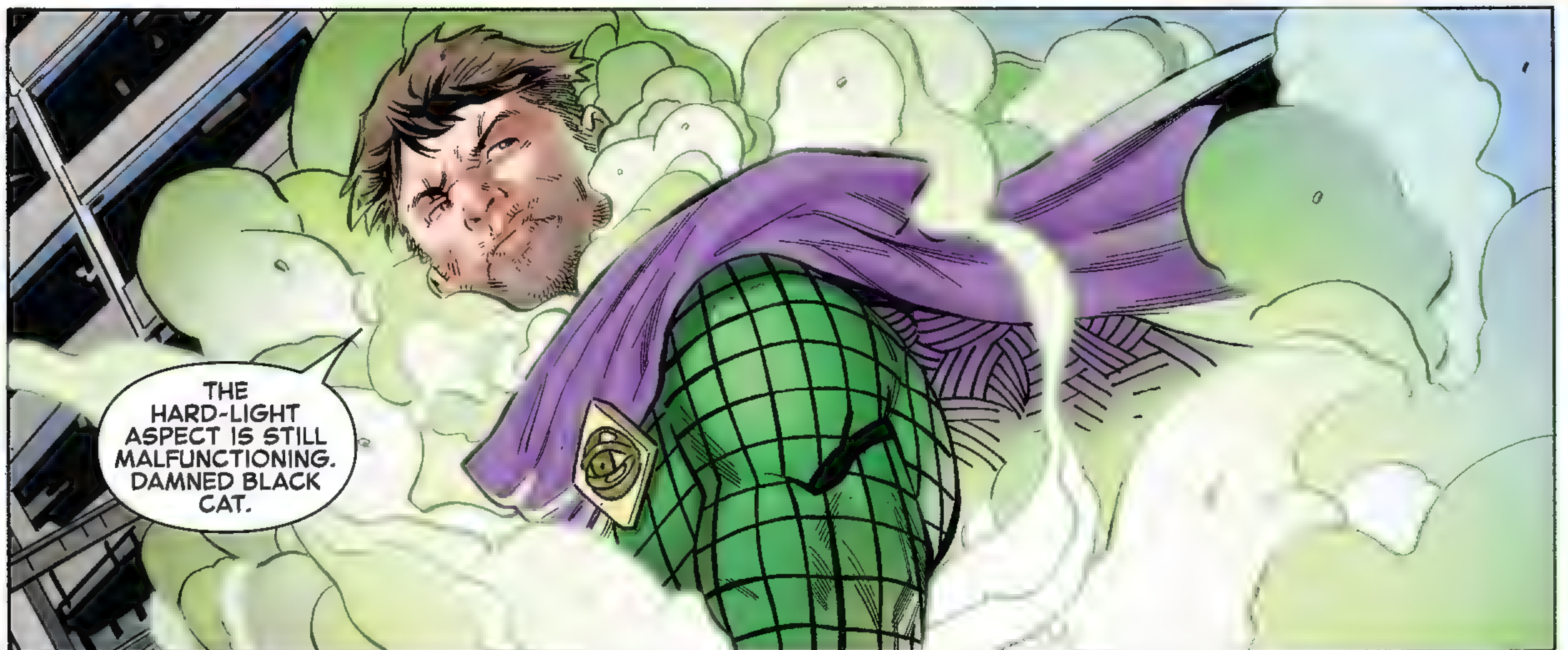
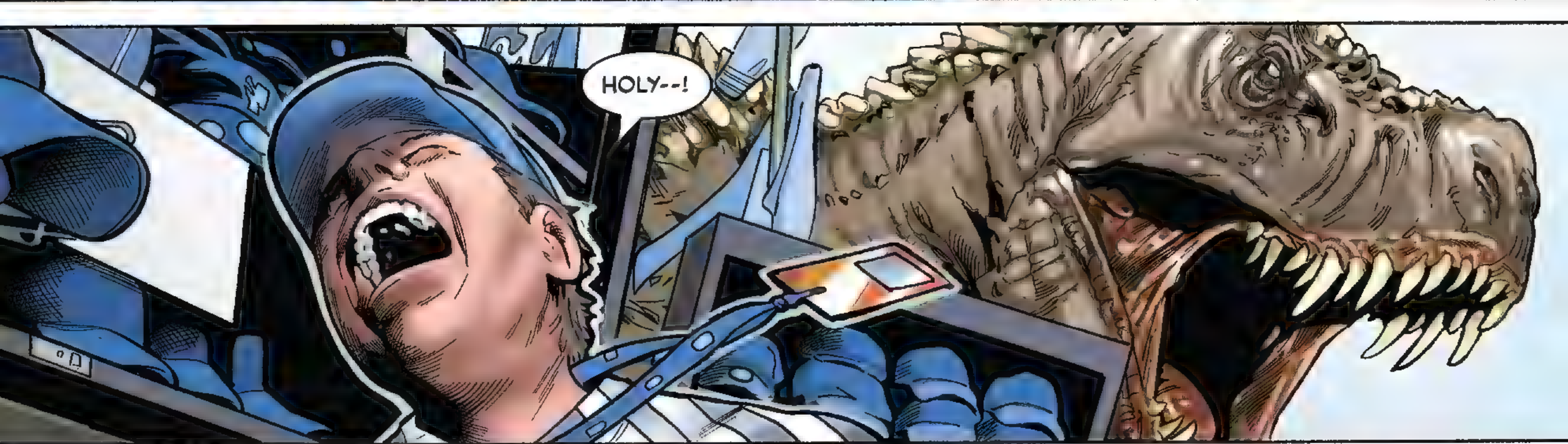
SHOVE





*SEE SYMBIOTE
SPIDER-MAN #3,
SPIDER-PHILES!
--EDITOR







MYSTERIO!!!



IT'S OVER,
MISTY!

MAKE
YOUR DINOSAUR
EXTINCT!



THE
SHOW IS OVER,
SPIDER-MAN...

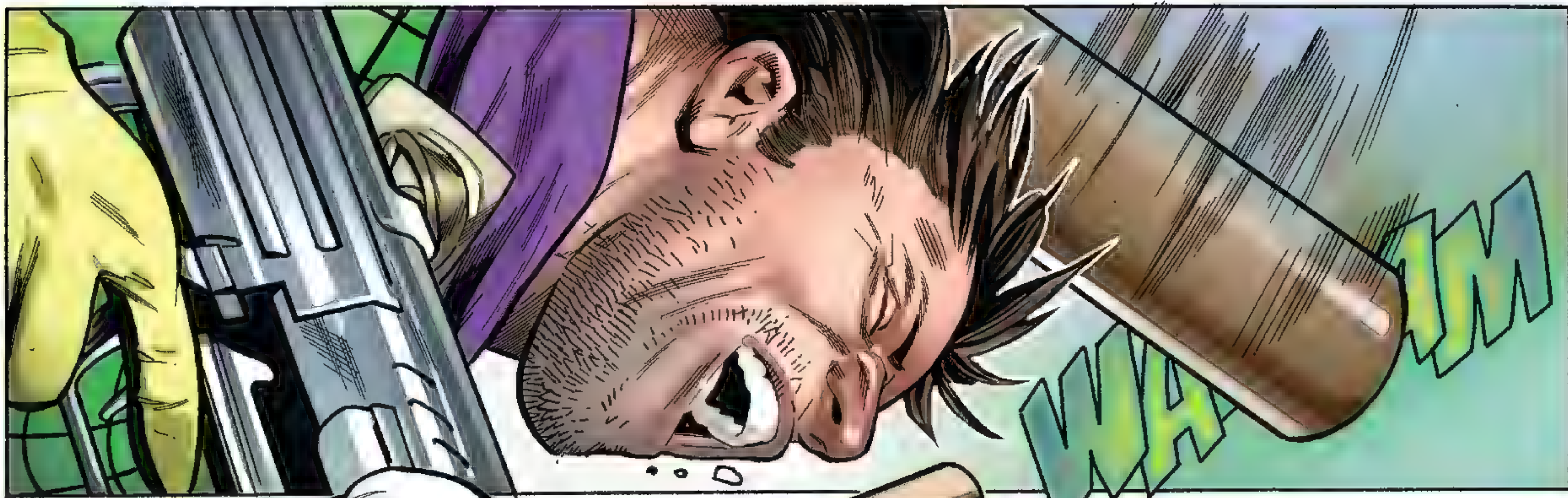


...WHEN
I SAY IT'S
OVER!

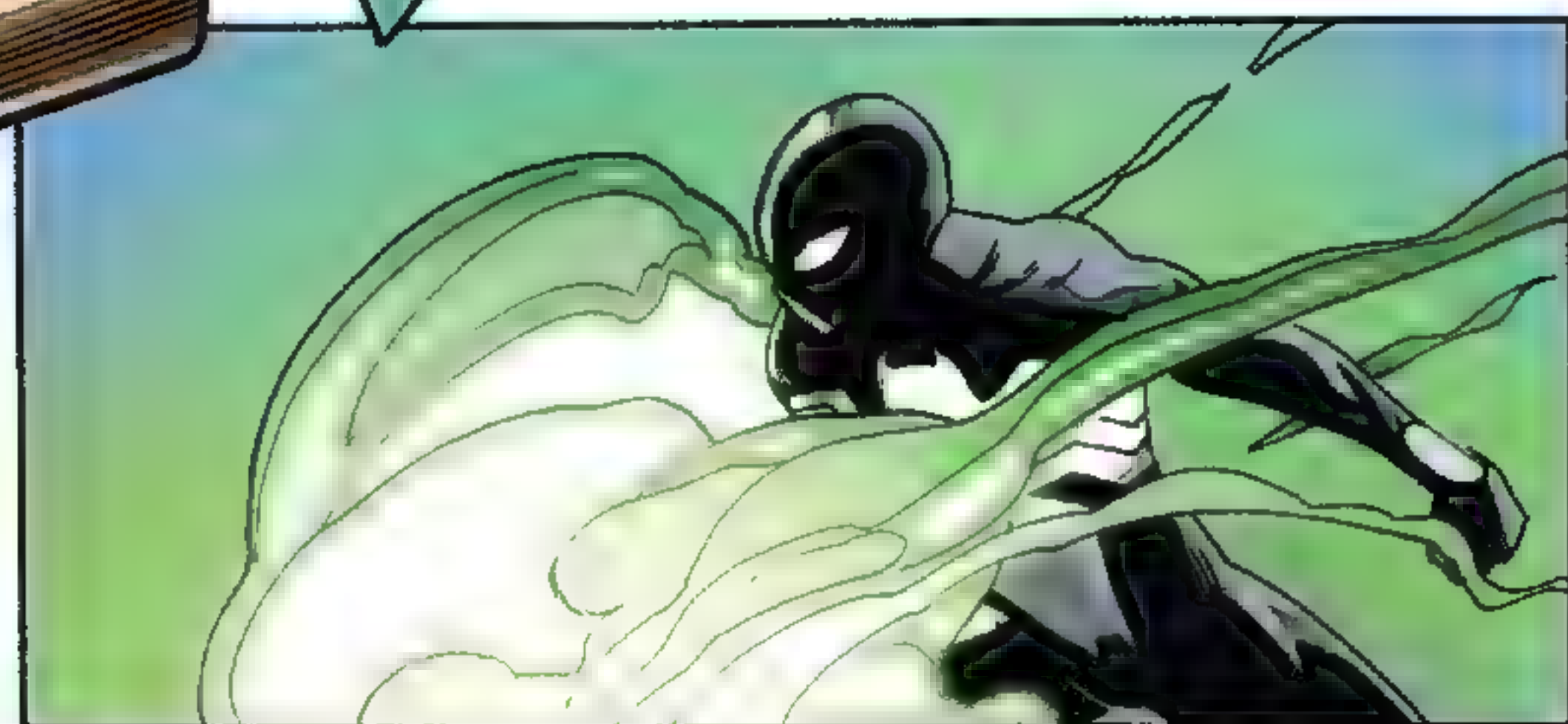


EXCELLENT...
MY MISTS ARE
INTERFERING WITH
HIS UNCANNY
SIXTH SENSE.

FINALLY.
FINALLY!

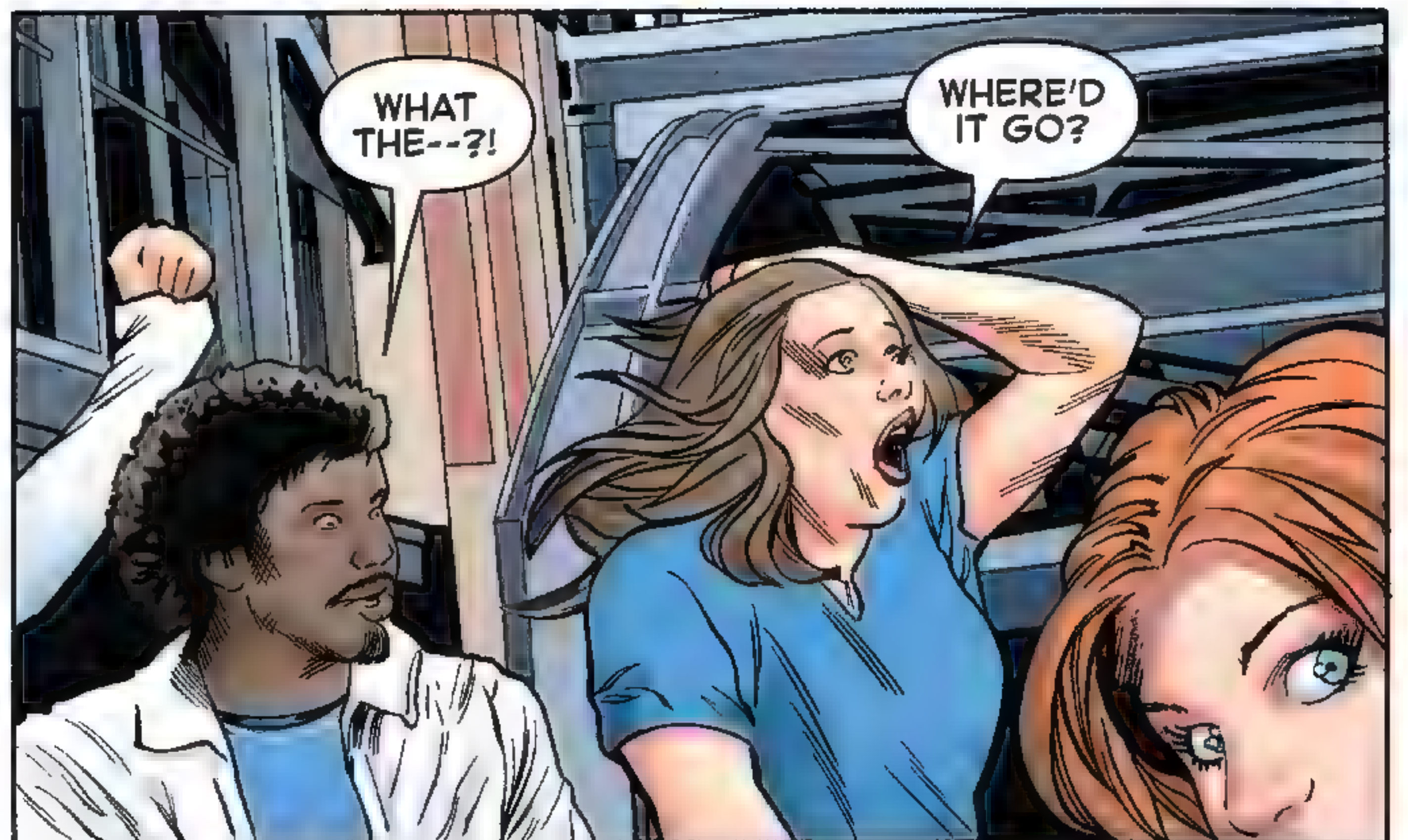
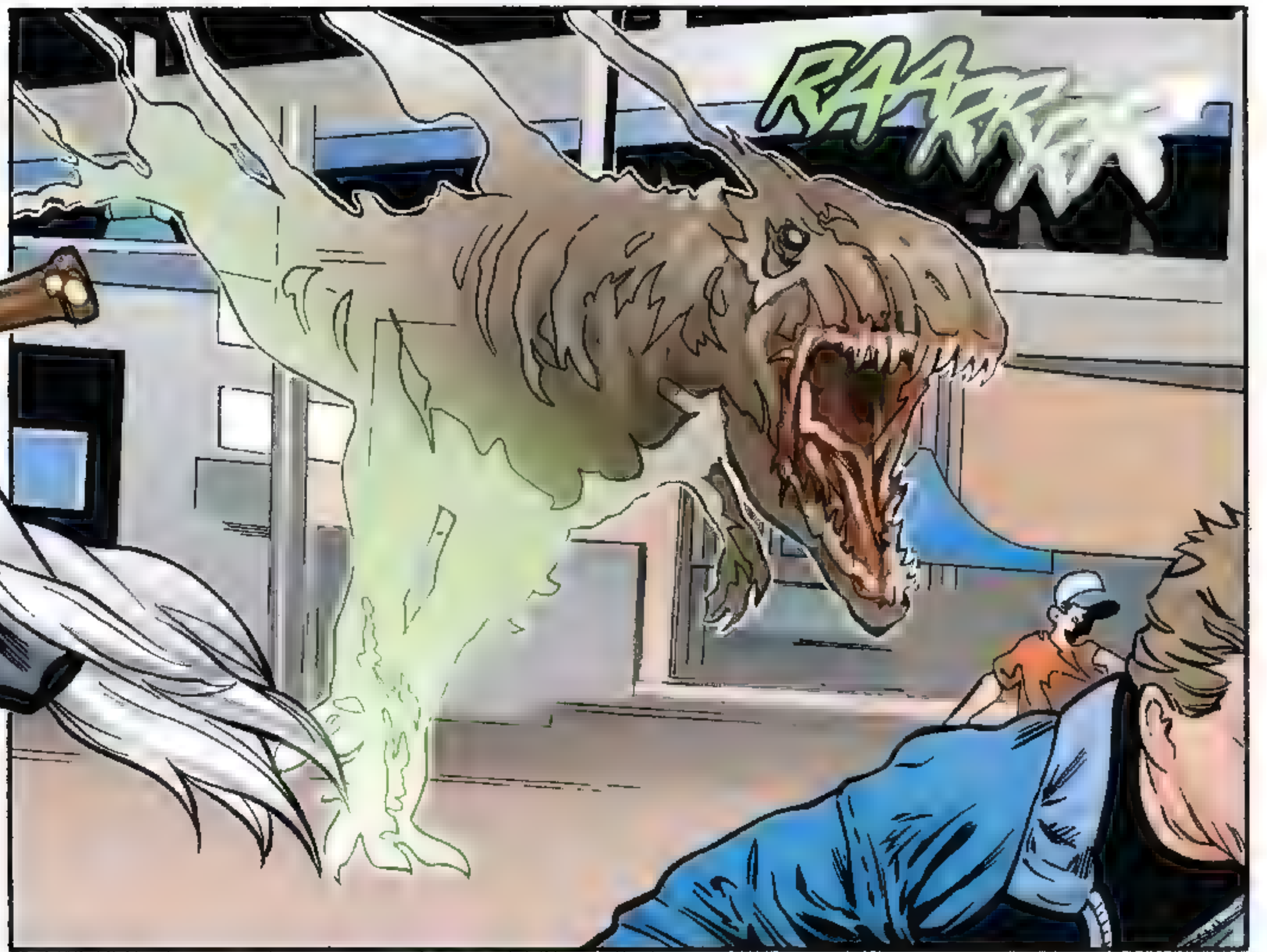


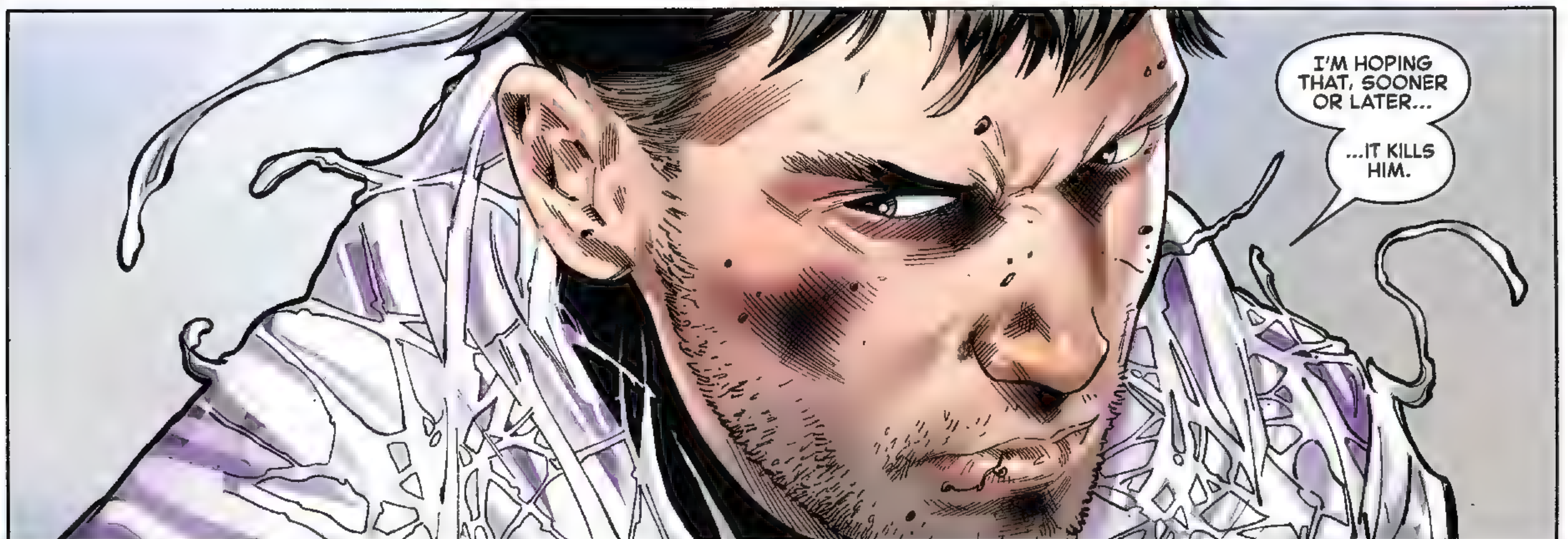
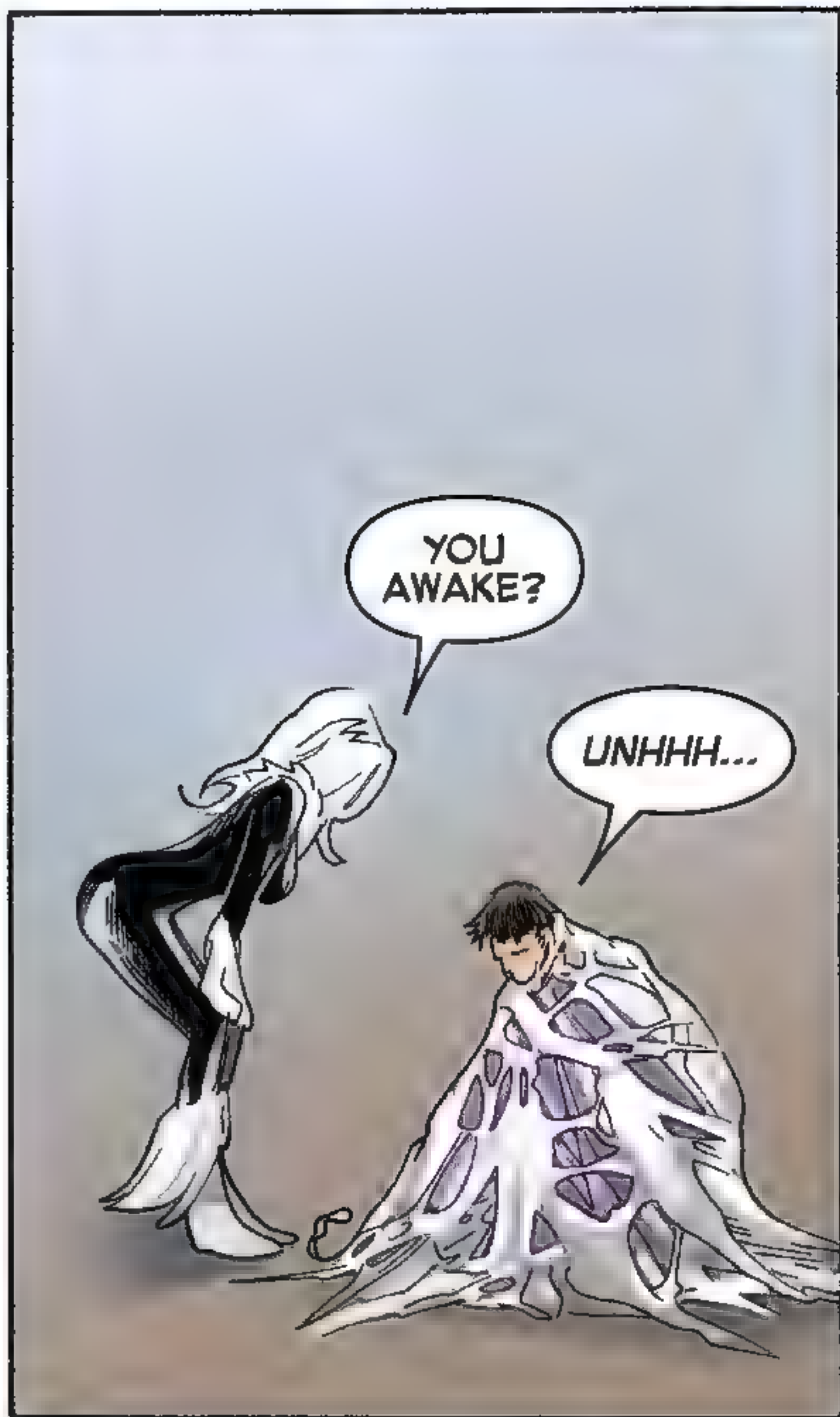
'CAUSE IT'S ONE!

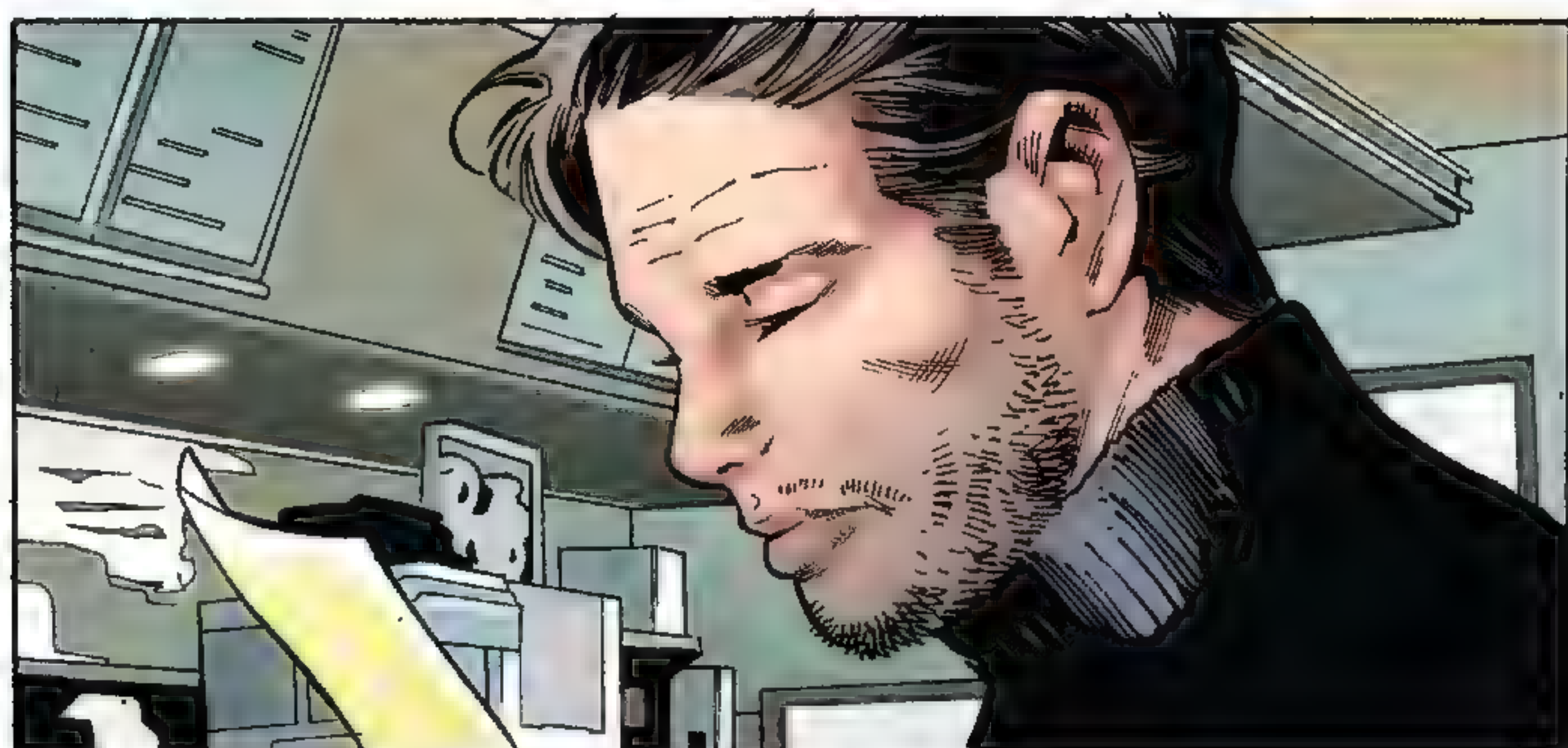
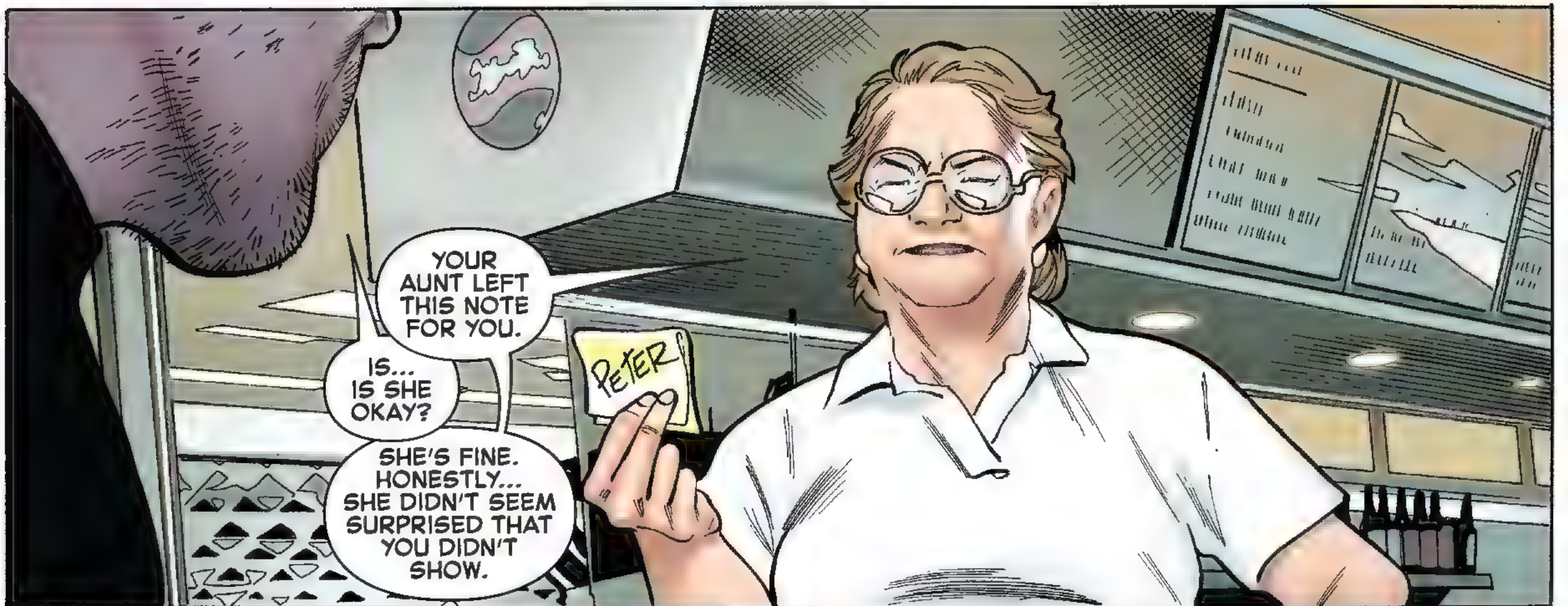


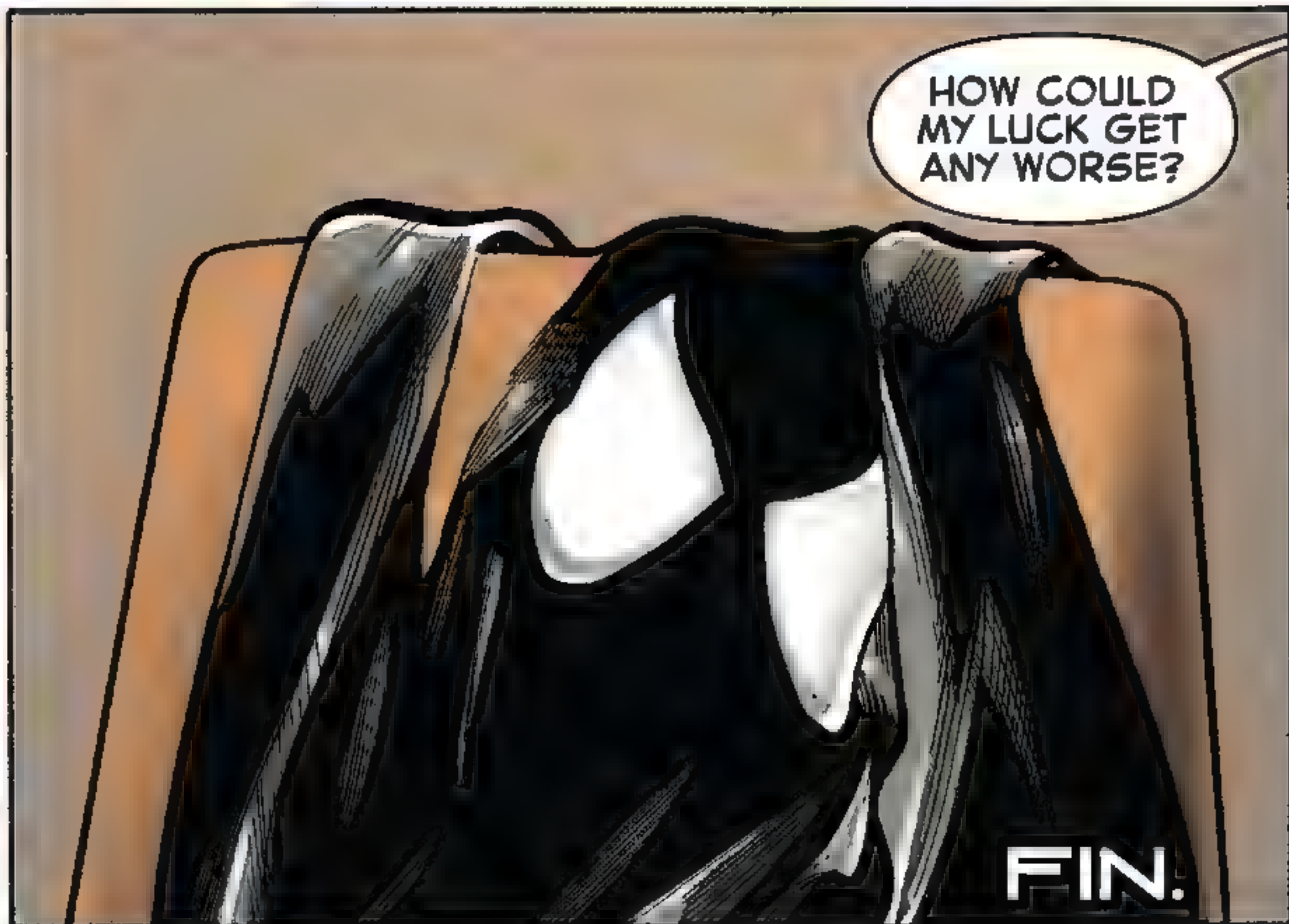
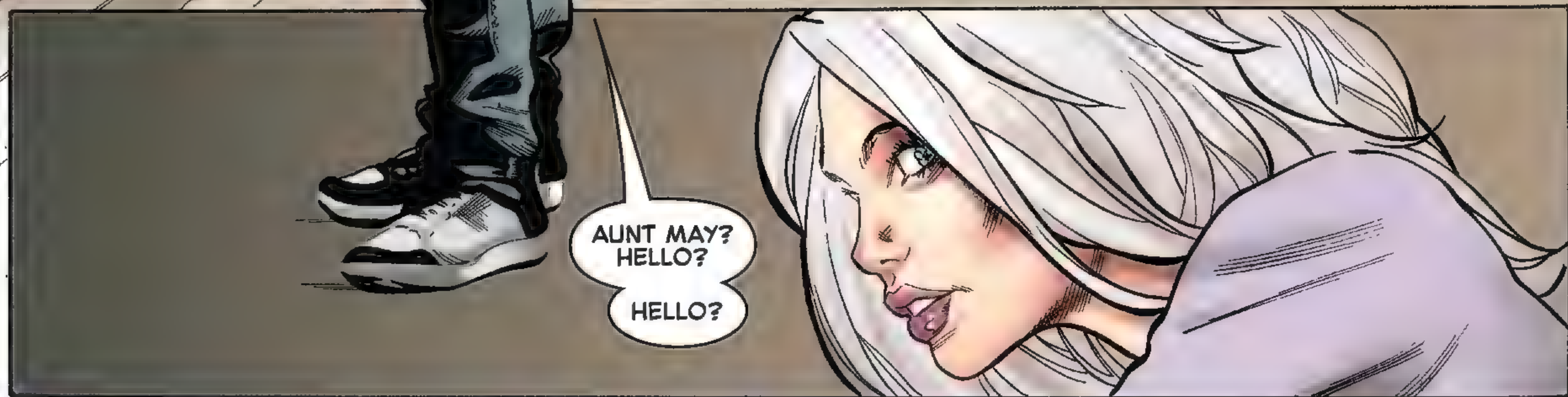
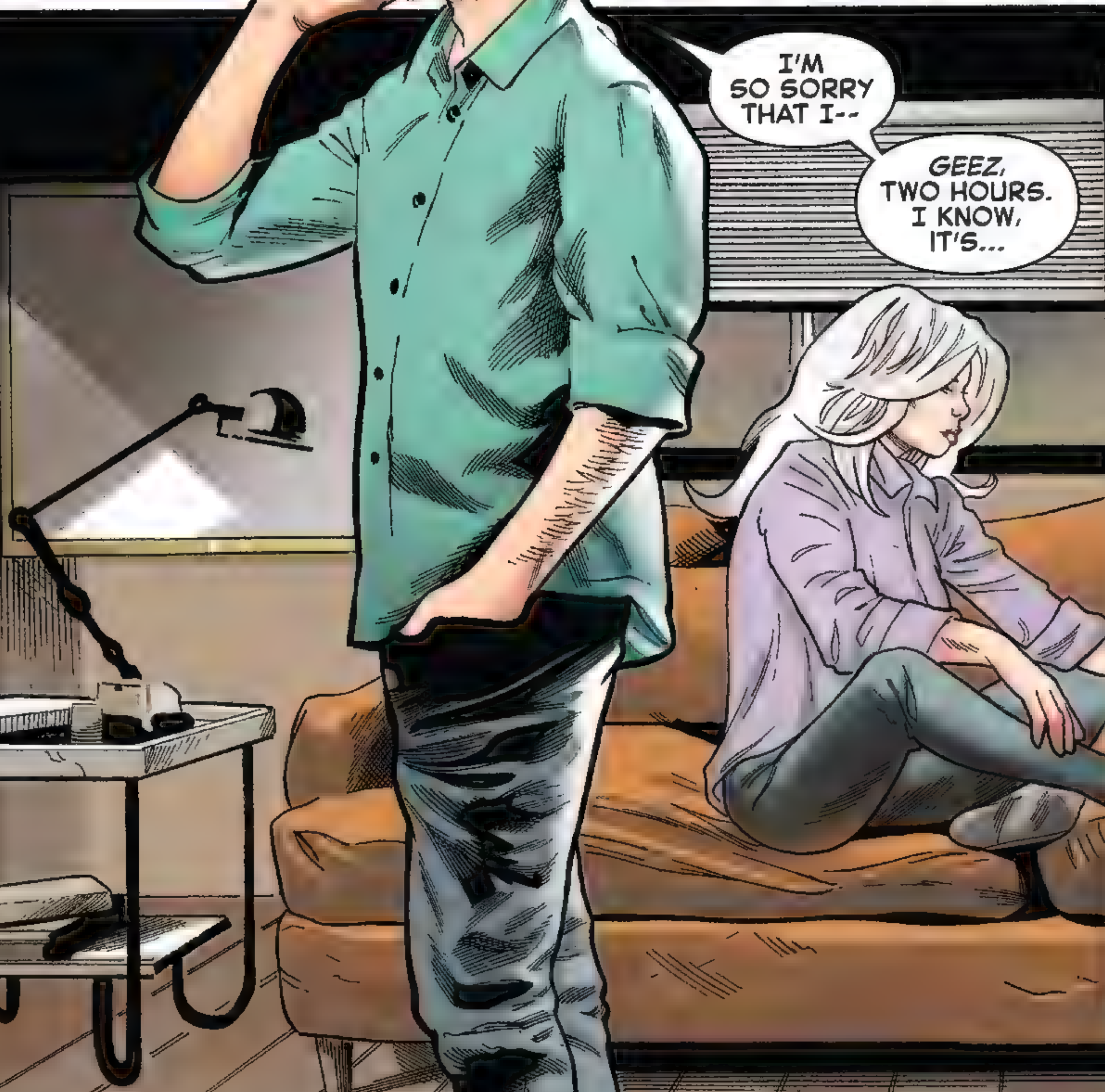
THREE STRIKES!













#1 VARIANT BY
**RON LIM &
ISRAEL SILVA**



#2 VARIANT BY
**RON LIM &
ISRAEL SILVA**



#3 VARIANT BY
**RON LIM &
ISRAEL SILVA**



#4 VARIANT BY
**RON LIM &
ISRAEL SILVA**



#1 VARIANT BY
**ALEX SAVIUK &
CHRIS SOTOMAYOR**



#2 VARIANT BY
**ALEX SAVIUK &
CHRIS SOTOMAYOR**



#3 VARIANT BY
**ALEX SAVIUK &
CHRIS SOTOMAYOR**



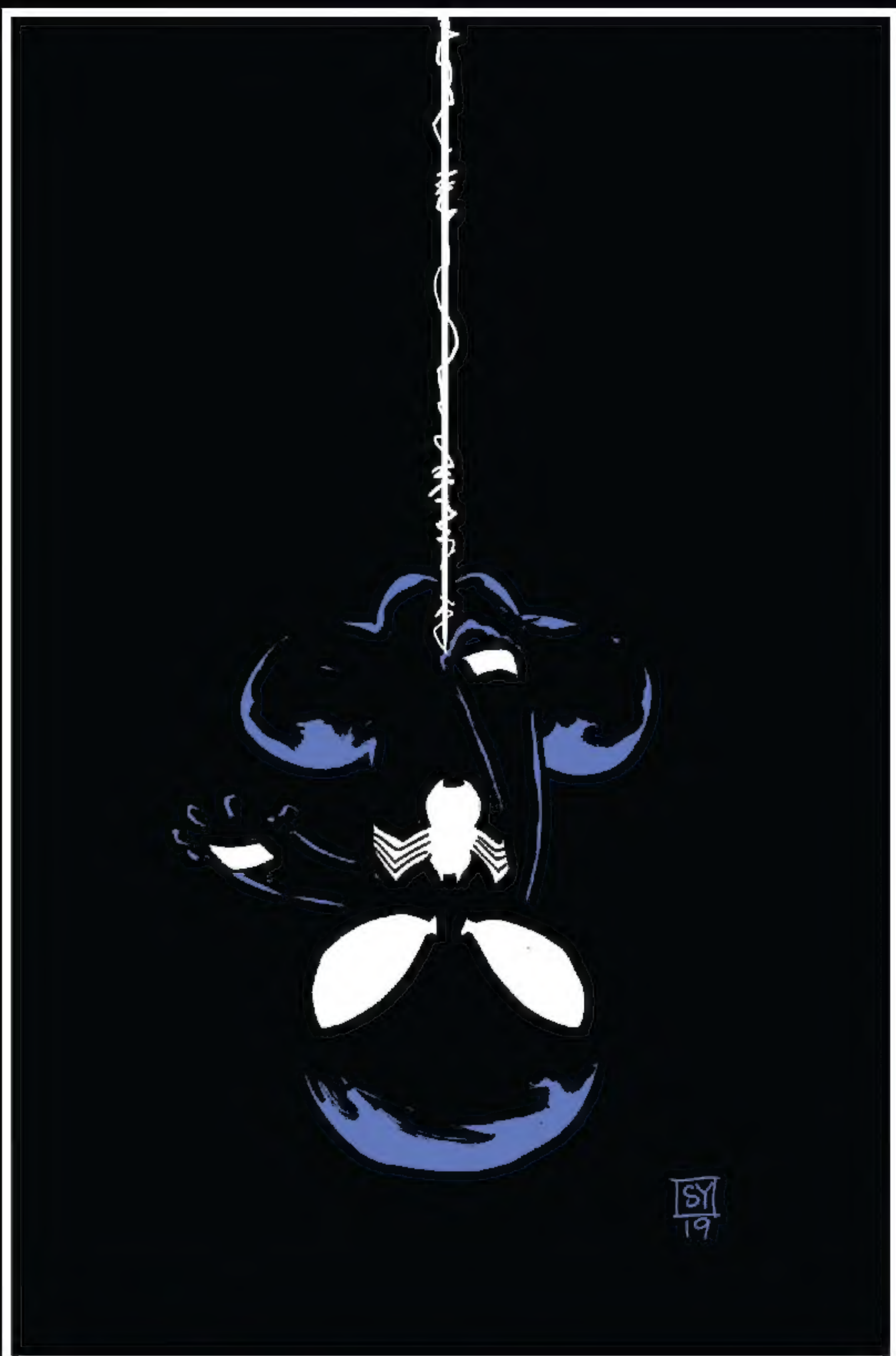
#4 VARIANT BY
**ALEX SAVIUK &
CHRIS SOTOMAYOR**



#1 HIDDEN GEM VARIANTE BY
**TODD McFARLANE &
 JESUS ABURTOV**



#1 VARIANTE BY
**NICK BRADSHAW &
 JOHN RAUCH**



#1 VARIANTE BY
SKOTTIE YOUNG



#1 VARIANTE BY
ARTGERM

“Fast-paced, exciting, emotional, beautifully illustrated and super well-researched.”

— ComicsVerse

BACK TO BLACK!

EVERYONE KNOWS THE INFAMOUS LIVING COSTUME Spider-Man accidentally brought back from the Secret Wars eventually became the wicked web-slinger known as Venom — but what happened before Peter Parker discovered the suit’s sinister symbiotic secret? Find out in this dynamic tale from comics legends Peter David and Greg Land! Set during the original “Alien Costume Saga,” this all-new story pits the black-suited wall-crawler against that most mystifying of menaces: Mysterio! Uncovering a shameful secret from the Black Cat’s past, Mysterio may have found the blackmail necessary to get close to Spider-Man’s remarkable new suit — and in doing so will set Felicia down a path where any misstep could result in her losing Peter forever! Is this the beginning of the end for Spidey and the Cat?



COLLECTING **SYMBIOTE SPIDER-MAN (2019A) #1-5** —

BY PETER DAVID, GREG LAND, IBAN COELLO, JAY LEISTEN AND FRANK D'ARMATA.



MARVEL